

INFORMATICA CORP
Form DEF 14A
April 12, 2011

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SCHEDULE 14A INFORMATION

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

Informatica Corporation

(Name of Registrant as Specified In Its Charter)

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- No fee required.
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 1. Title of each class of securities to which transaction applies:

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 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):

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be held May 26, 2011**

Dear Informatica Stockholders:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the Annual Meeting) of Informatica Corporation, a Delaware corporation (Informatica), will be held on Thursday, May 26, 2011 at 3:00 p.m., Pacific Time, at Informatica s corporate headquarters, 100 Cardinal Way, Redwood City, CA 94063, for the following purposes:

1. To elect the three Class II directors listed in the accompanying Proxy Statement to serve for a term of three years or until their respective successors have been duly elected and qualified.
2. To approve amendments to Informatica s 2009 Equity Incentive Plan to (i) increase the number of shares of Informatica s common stock reserved for issuance thereunder by 2,500,000 shares and (ii) increase the ratio by which full value awards count against the share reserve to 2.37.
3. To ratify the appointment of Ernst & Young LLP as Informatica s independent registered public accounting firm for the fiscal year ending December 31, 2011.
4. To hold an advisory vote on executive compensation.
5. To hold an advisory vote on the frequency of future advisory votes on executive compensation.
6. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

These items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting.

This year we are taking advantage of a U.S. Securities and Exchange Commission rule that allows us to furnish our proxy materials over the Internet to our stockholders rather than in paper form. We believe that this delivery process reduces our environmental impact and lowers the costs of printing and distributing our proxy materials without impacting our stockholders timely access to this important information. Accordingly, unless you have previously requested to receive our proxy materials in paper form, you will receive a Notice of Internet Availability of Proxy Materials (the Notice), which we expect to mail on or about April 12, 2011.

Only stockholders of record at the close of business on Friday, April 1, 2011 are entitled to vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting.

All stockholders are cordially invited to attend the Annual Meeting in person. However, to ensure your representation at the Annual Meeting, please vote as soon as possible by using the Internet, as instructed on the Notice. Alternatively, you may follow the procedures outlined in the Notice to request a paper proxy card to submit your vote by mail. Any stockholder attending the Annual Meeting may vote in person even if he or she has voted using the Internet, telephone or proxy card, and any previous votes that were submitted by the stockholder, whether by Internet, telephone or mail,

will be superseded by the vote that such stockholder casts at the Annual Meeting. For further details, please see the section entitled "Voting" on page 2 of the accompanying Proxy Statement.

By Order of the Board of Directors of
Informatica Corporation

Sohaib Abbasi
Chairman & Chief Executive Officer

Redwood City, California
April 12, 2011

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on
May 26, 2011:**

The Proxy Statement and Annual Report to Stockholders are available at www.proxyvote.com.

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INFORMATICA CORPORATION

**PROXY STATEMENT
FOR
2011 ANNUAL MEETING OF STOCKHOLDERS**

PROCEDURAL MATTERS

General

This Proxy Statement is being furnished to holders of common stock of Informatica Corporation, a Delaware corporation, in connection with the solicitation of proxies by the Board of Directors of Informatica for use at the Annual Meeting of Stockholders (the Annual Meeting) to be held on Thursday, May 26, 2011 at 3:00 p.m., Pacific Time, and at any adjournment or postponement thereof, for the purpose of considering and acting upon the matters set forth herein. The Annual Meeting will be held at Informatica's corporate offices, located at 100 Cardinal Way, Redwood City, CA 94063. The telephone number at that location is (650) 385-5000.

This Proxy Statement and our 2010 Annual Report to Stockholders were first furnished on or about April 12, 2011 to all stockholders entitled to vote at the Annual Meeting.

Notice of Internet Availability of Proxy Materials

In accordance with the notice and access rules of the U.S. Securities and Exchange Commission (the SEC), instead of mailing a printed copy of our Proxy Statement, proxy card and 2010 Annual Report to Stockholders (collectively, the proxy materials) to stockholders entitled to vote at the Annual Meeting, we are furnishing the proxy materials to our stockholders over the Internet. If you received a Notice of Internet Availability of Proxy Materials (the Notice) by mail, you will not receive a printed copy of the proxy materials. Instead, the Notice will instruct you as to how you may access and review the proxy materials and submit your vote via the Internet. If you received a Notice by mail and would like to receive a printed copy of the proxy materials, please follow the instructions for requesting such materials included in the Notice.

Stockholders Entitled to Vote; Record Date

Only holders of record of Informatica's common stock at the close of business on April 1, 2011 (the Record Date) are entitled to notice of and to vote at the Annual Meeting. Such stockholders are entitled to cast one vote for each share of common stock held as of the Record Date on all matters properly submitted for the vote of stockholders at the Annual Meeting. As of the Record Date, there were 105,555,824 shares of common stock outstanding and entitled to vote at the Annual Meeting. No shares of preferred stock were outstanding. For information regarding security ownership by management and by the beneficial owners of more than 5% of Informatica's common stock, see the section of this Proxy Statement entitled Security Ownership by Principal Stockholders and Management.

Quorum; Required Vote

The presence of the holders of a majority of the shares of common stock entitled to vote generally at the Annual Meeting is necessary to constitute a quorum at the Annual Meeting. Stockholders are counted as present at the meeting if they are present in person or have properly submitted a proxy card or voted by telephone or by Internet.

A majority of the votes duly cast is required for the election of directors (Proposal One). The number of shares voted for a director nominee must exceed the number of votes cast against that nominee for the nominee to

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be elected as a director of Informatica for a term of three years or until his successor has been duly elected and qualified. You may vote for, against or abstain on each of the three nominees for election as a director.

The affirmative vote of a majority of the votes duly cast is required to approve the amendments to the 2009 Equity Incentive Plan (Proposal Two), to ratify the appointment of Ernst & Young LLP as Informatica's independent registered public accounting firm (Proposal Three) and to approve, by non-binding vote, executive compensation (Proposal Four). You may vote for, against or abstain on each of these proposals.

A plurality of the votes duly cast is required to approve, by non-binding vote, the frequency of future advisory votes on executive compensation (Proposal Five). You may vote, with respect to Proposal Five, for a vote every one year, two years, or three years, or abstain.

Abstentions and Broker Non-Votes

Under the General Corporation Law of the State of Delaware, an abstaining vote and a broker non-vote are counted as present and entitled to vote and are, therefore, included for purposes of determining whether a quorum is present at the Annual Meeting.

An abstaining vote is deemed to be a vote cast and has the same effect as a vote cast against approval of a proposal requiring approval by a majority of the votes cast. However, pursuant to our bylaws, abstentions are not considered to be votes cast for the election of directors and will not affect the outcome of the election of directors. In addition, if you abstain from voting on the proposal regarding the frequency of future advisory votes on executive compensation, the abstention will not have an effect on the outcome of the vote.

Broker non-votes are not deemed to be votes cast. As a result, broker non-votes are not included in the tabulation of the voting results on the election of directors, the frequency of future advisory votes on executive compensation, or issues requiring approval of a majority of the votes cast. Therefore, broker non-votes do not have the effect of votes in opposition in such tabulations. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

Board of Directors Recommendations

The Board of Directors recommends that you vote your shares:

FOR the nominees for election as Class II directors (Proposal One);

FOR the amendments to the 2009 Equity Incentive Plan (Proposal Two);

FOR the ratification of the appointment of Ernst & Young LLP as Informatica's independent registered public accounting firm for the fiscal year ending December 31, 2011 (Proposal Three);

FOR the proposal regarding an advisory vote on Informatica's executive compensation (Proposal Four);
and

1 YEAR with respect to the proposal on the frequency of future advisory votes on executive compensation (Proposal Five).

Voting

All shares entitled to vote and represented by properly executed proxies received prior to the Annual Meeting, and not revoked, will be voted at the Annual Meeting in accordance with the instructions indicated. If you submit a proxy via the Internet, by telephone or by mail and do not make any voting selections, the shares represented by that proxy will be voted as recommended by the Board of Directors. If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a

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motion to adjourn the Annual Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named as proxies and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. Informatica does not currently anticipate that any other matters will be raised at the Annual Meeting.

Stockholder of Record or Beneficial Owner

Most Informatica stockholders hold their shares through a broker, trustee or other nominee, rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record. If your shares are registered directly in your name with Informatica's transfer agent, you are considered, with respect to those shares, the stockholder of record. If you are a stockholder of record, the Notice has been sent directly to you by Informatica.

Beneficial Owner. If your shares are held in a brokerage account or by a bank or another nominee, you are considered the beneficial owner of shares held in street name. The Notice has been forwarded to you by your broker, trustee or nominee who is considered, with respect to those shares, the stockholder of record.

Methods of Voting

Stockholders of Record. As a stockholder of record, you may instruct the proxy holders how to vote your shares by using the Internet voting site or the toll-free telephone number listed on the Notice or the proxy card, or by requesting a proxy card by telephone at 1-800-579-1639 or by email at sendmaterial@proxyvote.com and completing, signing, dating and returning the proxy card in the postage pre-paid envelope provided. Proxy cards submitted by mail must be received by the time of the Annual Meeting in order for your shares to be voted. Specific instructions for using the telephone and Internet voting systems are on the Notice and the proxy card. The telephone and Internet voting systems for stockholders of record will be available until 11:59 p.m. (Eastern time) on May 25, 2011. Whichever of these methods you select to transmit your instructions, the proxy holders will vote your shares in accordance with those instructions. If you sign and return a proxy card without giving specific voting instructions, your shares will be voted as recommended by our Board of Directors.

If you attend the Annual Meeting, you may also submit your vote in person, and any previous votes that you submitted, whether by Internet, telephone or mail, will be superseded by the vote that you cast at the Annual Meeting. If you plan to attend the Annual Meeting, please bring proof of identification for entrance to the Annual Meeting. You may obtain directions to our corporate headquarters in order to attend the Annual Meeting at http://www.informatica.com/company/locations/Pages/hq_map.aspx, or by calling (650) 385-5000.

Beneficial Owners. As a beneficial owner, you have the right to direct your broker, trustee or other nominee on how to vote your shares, and you will receive instructions from them that you must follow in order to have your shares voted. The instructions from your broker, bank or other nominee will indicate if Internet and telephone voting are available, and if they are available, will provide details regarding Internet and telephone voting.

Because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a legal proxy from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the Annual Meeting.

Changing Your Vote; Revocability of Proxy

Subject to any rules your broker, trustee or nominee may have, you may change your proxy instructions at any time before your proxy is voted at the Annual Meeting.

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Stockholders of Record. If you are a stockholder of record, you may change your vote (1) by delivering to us (Attention: Corporate Secretary, 100 Cardinal Way, Redwood City, California 94063), prior to your shares being voted at the Annual Meeting, a later dated written notice of revocation or a duly executed proxy card, or (2) by attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not, by itself, revoke a proxy). A stockholder of record that has voted on the Internet or by telephone may also change his or her vote by subsequently making a timely and valid later Internet or telephone vote.

Beneficial Owners. If you are a beneficial owner of shares held in street name, you may change your vote (1) by submitting new voting instructions to your broker, trustee or nominee, or (2) if you have obtained a legal proxy from the broker, trustee or nominee that holds your shares giving you the right to vote the shares, by attending the Annual Meeting and voting in person.

Expenses of Solicitation

Informatica will bear all expenses of this solicitation, including the cost of preparing and mailing this solicitation material. Informatica may reimburse brokerage firms, custodians, nominees, fiduciaries and other persons representing beneficial owners of common stock for their reasonable expenses in forwarding solicitation materials to such beneficial owners. Directors, officers and employees of Informatica may also solicit proxies in person or by telephone, letter, e-mail, telegram, facsimile or other means of communication. Such directors, officers and employees will not be additionally compensated, but they may be reimbursed for reasonable out-of-pocket expenses in connection with such solicitation. Informatica has engaged the services of a professional proxy solicitation firm, Alliance Advisors LLC, to aid in the solicitation of proxies from certain brokers, bank nominees and other institutional owners. Informatica's costs for such services, if retained, will not be significant.

Procedure for Submitting Stockholder Proposals

Requirements for Stockholder Proposals to be Considered for Inclusion in Informatica's Proxy Materials

Stockholders may present proper proposals for inclusion in Informatica's proxy statement and for consideration at the next annual meeting of its stockholders by submitting their proposals in writing to the Secretary of Informatica in a timely manner. In order to be included in Informatica's proxy materials for the 2012 annual meeting of stockholders, stockholder proposals must be received by the Secretary of Informatica no later than December 14, 2011 and must otherwise comply with the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the Exchange Act).

Requirements for Stockholder Proposals to be Brought before an Annual Meeting

In addition, Informatica's Bylaws establish an advance notice procedure for stockholders who wish to present certain matters before an annual meeting of stockholders. In general, nominations for the election of directors may be made by (1) the Board of Directors, (2) the Corporate Governance and Nominating Committee or (3) any stockholder entitled to vote who has delivered written notice to the Secretary of Informatica within the Notice Period (as defined below), which notice must contain specified information concerning the nominees and concerning the stockholder proposing such nominations. However, if a stockholder wishes only to recommend a candidate for consideration by the Corporate Governance and Nominating Committee as a potential nominee for Informatica's Board of Directors, see the procedures discussed in Proposal One Election of Directors Corporate Governance Matters.

Informatica's Bylaws also provide that the only business that may be conducted at an annual meeting is business that is (1) specified in the notice of meeting given by or at the direction of the Board of Directors, (2) properly brought before the meeting by or at the direction of the Board of Directors, or (3) properly brought before the meeting by any

stockholder entitled to vote who has delivered written notice to the Secretary of Informatica within the Notice Period (as defined below), which notice must contain specified information

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concerning the matters to be brought before such meeting and concerning the stockholder proposing such matters.

The Notice Period is defined as that period not less than 45 days nor more than 75 days prior to the anniversary of the date on which Informatica first mailed its proxy materials for the previous year's annual meeting of stockholders. As a result, the Notice Period for the 2012 annual stockholder meeting will start on January 28, 2012 and end on February 27, 2012.

If a stockholder who has notified Informatica of his or her intention to present a proposal at an annual meeting does not appear to present his or her proposal at such meeting, Informatica need not present the proposal for vote at such meeting.

A copy of the full text of the Bylaw provisions discussed above may be obtained by writing to the Secretary of Informatica or by accessing Informatica's filings on the SEC's website at www.sec.gov. All notices of proposals by stockholders, whether or not included in Informatica's proxy materials, should be sent to Informatica Corporation, 100 Cardinal Way, Redwood City, CA 94063, Attention: Corporate Secretary.

Delivery of Proxy Materials to Stockholders

If you share an address with another stockholder, each stockholder may not receive a separate copy of the proxy materials. Stockholders who do not receive a separate copy of the proxy materials may request to receive a separate copy of the proxy materials by sending an email to sendmaterial@proxyvote.com, by calling 1-800-579-1639 or by writing to Informatica Corporation, 100 Cardinal Way, Redwood City, CA 94063, Attention: Corporate Secretary. Alternatively, stockholders who share an address and receive multiple copies of Informatica's proxy materials can request to receive a single copy by following the same instructions.

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**PROPOSAL ONE
ELECTION OF DIRECTORS**

General

Informatica's Board of Directors is currently comprised of nine members who are divided into three classes with overlapping three-year terms as follows:

Class I Directors (Term Expires in 2013)	Class II Directors (Term Expires in 2011)	Class III Directors (Term Expires in 2012)
Mark Garrett	Mark A. Bertelsen	Sohaib Abbasi
Gerald Held	A. Brooke Seawell	David W. Pidwell
Charles J. Robel	Godfrey R. Sullivan	Geoffrey W. Squire, OBE

A director serves in office until his or her respective successor is duly elected and qualified or until his or her earlier death or resignation. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of an equal number of directors. Three Class II directors shall be elected at the Annual Meeting.

Nominees for Class II Directors

Three Class II directors are to be elected at the Annual Meeting for a three-year term ending in 2014. Upon the recommendation of the Corporate Governance and Nominating Committee, the Board of Directors has nominated **Mark A. Bertelsen, A. Brooke Seawell and Godfrey R. Sullivan**, each of whom is an independent director, for election as Class II directors.

Mr. Bertelsen, Mr. Seawell and Mr. Sullivan were elected by the stockholders at the 2008 annual meeting of stockholders. Informatica expects that Mr. Bertelsen, Mr. Seawell and Mr. Sullivan will accept such nomination; however, in the event that any nominee is unable or declines to serve as a director at the time of the meeting, the proxies will be voted for any nominee who shall be designated by the Board of Directors to fill the vacancy. The term of office of each person elected as a director will continue until such director's term expires in 2014 or until such director's successor has been elected and qualified.

*The Board of Directors recommends a vote **FOR** the nominees listed above.*

Board Composition and Director Biographies

Our Corporate Governance Principles and the charter of the Corporate Governance and Nominating Committee provide that such committee should review the size and composition of the Board, including issues of character, judgment, diversity, age, expertise, corporate experience, length of service, other commitments and the like. The Corporate Governance and Nominating Committee conducts this review annually in the context of recommending directors for election by the stockholders. In addition, the Board of Directors believes that, as a matter of policy, there should be a substantial majority of independent directors on the Board and the mix of Board members should provide a range of expertise and perspective in relevant areas. The Corporate Governance and Nominating Committee believes that certain experiences, qualifications, attributes or skills are important for members of our Board of Directors to have in light of our business, including: leadership expertise, financial expertise, industry expertise, technology

expertise, corporate development and merger and acquisition (M&A) expertise, legal and compliance expertise and global expertise. While we do not have a policy with regard to the consideration of diversity in identifying director nominees, as noted above diversity is one of the many criteria that the Corporate Governance and Nominating Committee considers.

For each nominee and the other directors, the biographies below identify and describe the specific experiences, qualifications, attributes or skills that the Corporate Governance and Nominating Committee

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and Board of Directors considered when nominating such director for election, as well as such directors' recent employment or principal occupation, names of other public companies for which they currently serve or within the past five years have served as a director, their length of service on our Board of Directors and their age.

Name	Age	Principal Occupation and Business Experience
<i>Sohaib Abbasi</i>	<i>54</i>	<i>Chief Executive Officer, President and Chairman of the Board, Informatica Corporation</i>

Mr. Abbasi has served as our chief executive officer and president of Informatica since July 2004, and as chairman since March 2005. From 2001 to 2003, Mr. Abbasi was senior vice president, Oracle Tools Division and Oracle Education at Oracle Corporation, which he joined in 1982. From 1994 to 2000, he was senior vice president, Oracle Tools Product Division. Mr. Abbasi graduated with honors from the University of Illinois at Urbana-Champaign in 1980, where he earned both a B.S. and an M.S. degree in computer science. Mr. Abbasi serves on the board of directors of Red Hat, Inc.

Mr. Abbasi has been a director since February 2004.

Among other skills and qualifications, Mr. Abbasi brings to the Board:

Leadership, Financial and Global Expertise – current CEO and director of publicly-traded international company

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

<i>Mark A. Bertelsen</i>	<i>66</i>	<i>Senior Partner, Wilson Sonsini Goodrich & Rosati, Professional Corporation</i>
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Mr. Bertelsen joined Wilson Sonsini Goodrich & Rosati in 1972 and was the firm's managing partner from 1990 to 1996. He received his law degree (J.D.) from the University of California Berkeley School of Law in 1969, and a B.A. in political science from the University of California Santa Barbara in 1966. Mr. Bertelsen is a member of the executive committee of the U.C. Santa Barbara Foundation and served as its chair from 2001 to 2003. He also serves on the Dean's Cabinet of the College of Engineering and on the Director's Council of the Institute of Energy Efficiency of the University of California Santa Barbara. Mr. Bertelsen also served on the boards of directors of Autodesk, Inc. and Taleo Corporation during the past five years.

Mr. Bertelsen has been a director since September 2002.

Among other skills and qualifications, Mr. Bertelsen brings to the Board:

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

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

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Name	Age	Principal Occupation and Business Experience
<i>Mark Garrett</i>	<i>53</i>	<i>Executive Vice President and Chief Financial Officer, Adobe Systems Incorporated</i>

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

Mr. Garrett has been a director since October 2008.

Among other skills and qualifications, Mr. Garrett brings to the Board:

Leadership, Industry and Corporate Development and M&A Expertise over 20 years in senior management of technology companies, including software companies
 Financial, Legal and Compliance and Global Expertise current and former CFO of publicly-traded international companies

<i>Gerald Held</i>	<i>63</i>	<i>Chief Executive Officer, Held Consulting Group, LLC</i>
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Dr. Held has been chief executive officer of Held Consulting Group, LLC since 1999. Dr. Held also served as the executive chairman of Vertica Systems, a provider of database management systems, from January 2007 to July 2010. In 1998, Dr. Held was CEO-in-residence at the venture capital firm of Kleiner Perkins Caufield and Byers. From 1993 to 1997, Dr. Held was senior vice president, Oracle Server Technologies Division. From 1976 to 1993, Dr. Held served in various executive roles at Tandem Computers, Inc. He was a member of the technical staff at RCA Corporation from 1970 to 1976. Dr. Held holds a B.S. degree in electrical engineering from Purdue University, an M.S. degree in systems engineering from the University of Pennsylvania and a Ph.D. degree in computer science from the University of California, Berkeley. Dr. Held serves on the board of directors of NetApp, Inc., Openwave Systems Inc. and a number of privately-held companies. Dr. Held is also a member of the board of directors and vice chairman of The Tech Museum of Innovation. Dr. Held also served on the board of directors of Business Objects S.A. during the past five years.

Dr. Held has been a director since November 2008.

Among other skills and qualifications, Dr. Held brings to the Board:

Leadership and Global Expertise former executive and CEO-in-residence; director of publicly-traded technology companies
 Industry and Technology Expertise over 20 years in senior management of technology companies, including software companies

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Name	Age	Principal Occupation and Business Experience
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<i>David W. Pidwell</i>	<i>63</i>	<i>Venture Partner, Alloy Ventures</i>
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Mr. Pidwell has been a venture partner with Alloy Ventures, a venture capital firm, since 1996. From January 1988 to January 1996, Mr. Pidwell was president and chief executive officer of Rasna Corporation, a software company. Mr. Pidwell holds a B.S. degree in electrical engineering and an M.S.I.S.E. degree in computer systems engineering from Ohio University and has completed three years of work at Stanford University on a Ph.D. in engineering economic systems. Mr. Pidwell also serves on the board of directors of a number of privately-held companies.

Mr. Pidwell has been a director since February 1996.

Among other skills and qualifications, Mr. Pidwell brings to the Board:

Leadership Expertise former CEO; director of technology companies

Industry, Financial, Technology and Corporate Development and M&A Expertise over 20 years in senior management of technology companies, including software companies, or venture capital firms

<i>Charles J. Robel</i>	<i>61</i>	<i>Former Chairman of the Board, McAfee, Inc.</i>
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Mr. Robel served as the chairman of the board of directors of McAfee, Inc., from October 2006 to February 2011. From June 2000 to December 2005, Mr. Robel was a general partner and chief of operations of Hummer Winblad Venture Partners, a venture capital firm. From January 1974 to May 2000, Mr. Robel was a partner with PricewaterhouseCoopers, LLP. From mid 1995 to May 2000, Mr. Robel led PricewaterhouseCoopers High Technology Transaction Services Group in Silicon Valley. From May 1985 to mid 1995, Mr. Robel was the partner in charge of the Software Industry Group at PricewaterhouseCoopers, LLP in Silicon Valley, and prior to that, Mr. Robel was with PricewaterhouseCoopers, LLP in Los Angeles and Phoenix. Mr. Robel holds a B.S. degree in accounting from Arizona State University. In addition to McAfee, Mr. Robel serves on the board of directors of Autodesk, Inc., DemandTec, Inc. and a number of privately-held companies.

Mr. Robel has been a director since November 2005 and lead independent director since January 2009.

Among other skills and qualifications, Mr. Robel brings to the Board:

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

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

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Name	Age	Principal Occupation and Business Experience
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<i>A. Brooke Seawell</i>	<i>63</i>	<i>Venture Partner, New Enterprise Associates</i>
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Mr. Seawell has been a venture partner with New Enterprise Associates, a venture capital firm, since January 2005. From February 2000 to December 2004, Mr. Seawell was a partner with Technology Crossover Ventures, a venture capital firm. From January 1997 to August 1998, Mr. Seawell was executive vice president of NetDynamics, an applications server software company, which was acquired by Sun Microsystems. From March 1991 to January 1997, Mr. Seawell was senior vice president and chief financial officer of Synopsys, an electronic design automation software company. Mr. Seawell holds a B.A. degree in economics and a M.B.A. degree in finance from Stanford University. Mr. Seawell serves on the Board of Directors of NVIDIA Corporation, Glu Mobile Inc. and a number of privately-held companies. Mr. Seawell also serves on the Management Board of the Stanford Graduate School of Business.

Mr. Seawell has been a director since December 1997.

Among other skills and qualifications, Mr. Seawell brings to the Board:

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

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

<i>Geoffrey W. Squire, OBE</i>	<i>64</i>	<i>Chairman, Kognitio Ltd.</i>
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Mr. Squire is presently the chairman of Kognitio Ltd., a provider of business intelligence services. From May 2002 to January 2009, he was chairman of a UK-based public company, The Innovation Group, a provider of business services to the global insurance community. From April 1997 to June 2005, Mr. Squire was vice chairman of VERITAS, a storage solutions software company. From June 1995 to April 1997, Mr. Squire was CEO of OpenVision, a systems management software company. Prior to OpenVision, Mr. Squire was responsible for the launch of Oracle UK, and served as the chief executive officer of Oracle Europe and president of Oracle Worldwide Operations. A former president of the UK Computing Services & Software Association and the European Information Services Association, Mr. Squire holds an honorary doctorate from Oxford Brookes University and was awarded an Officer of the Order of the British Empire for his contributions to the information industry. Mr. Squire also serves on the Board of Directors of a number of privately-held companies.

Mr. Squire has been a director since October 2005.

Among other skills and qualifications, Mr. Squire brings to the Board:

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

Global Expertise former executive and director of international companies

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Name	Age	Principal Occupation and Business Experience
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<i>Godfrey R. Sullivan</i>	57	<i>President and Chief Executive Officer, Splunk, Inc.</i>
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Mr. Sullivan is the President and CEO of Splunk, Inc., an IT search software company. Prior to Splunk, Mr. Sullivan was president and chief operating officer of Hyperion Solutions from 2001 through 2004 and as president and chief executive officer from July 2004 until its acquisition by Oracle in 2007. From 2000 to 2001, Mr. Sullivan served as chief executive officer of Promptu Corporation, an enterprise marketing automation software company. From 1992 to 2000, Mr. Sullivan served in senior management positions at Autodesk, Inc., a design software and digital media company, including as president, Discreet Division and executive vice president, Personal Solutions Group. From 1981 to 1992, Mr. Sullivan served in various executive positions at Apple Computer, Inc. Mr. Sullivan earned his B.B.A degree from Baylor University, and has completed executive programs at Stanford and Wharton. Mr. Sullivan also serves on the board of directors of Citrix Systems.

Mr. Sullivan has been a director since January 2008.

Among other skills and qualifications, Mr. Sullivan brings to the Board:

- Leadership, Financial and Global Expertise current CEO; former CEO of publicly-traded international software company; director of publicly-traded technology company
- Industry and Corporate Development and M&A Expertise over 25 years in senior management of technology companies, including software companies

Leadership Structure

At present, Mr. Abbasi serves as our chairman of the board and chief executive officer. Our Corporate Governance Principles provide that our Board of Directors will appoint the chairman and chief executive officer (CEO) positions based upon what it believes is in our best interests at any point in time. Currently, the Board of Directors does not require separation of the chairman and CEO positions or that the chairman is a non-employee director. The Corporate Governance and Nominating Committee annually reviews the combination of the chairman and CEO positions. We believe that as CEO, Mr. Abbasi is in the best position to direct the focus and attention of the Board of Directors to the areas most relevant for Informatica and its stockholders. As our CEO, Mr. Abbasi is the most familiar with Informatica's business, industry and strategic priorities. By combining the role of chairman and CEO, Mr. Abbasi is able to provide strong and valuable leadership for Informatica both internally and externally.

In addition, our Corporate Governance Principles provide that the Board of Directors should elect a lead independent director. We have had a lead independent director since 2005. At present, Mr. Robel serves as our lead independent director. The lead independent director is primarily responsible for:

- communicating with the chairman and CEO, and consulting with the chairman and CEO regarding board meeting agendas and materials;

- preparing agendas and approving materials for meetings of the independent directors, leading such meetings and calling additional meetings of the independent directors as necessary;

- disseminating information to the other directors; and

facilitating communication between management and the independent directors, and raising issues with management on behalf of the independent directors when appropriate.

In addition, from time to time, our lead independent director also meets or otherwise communicates with our stockholders on various corporate governance issues. Also, as discussed in Board Meetings and Committees below, all of the directors on the Board's standing committees are independent, and each of these committees is led by a committee chair. Our Board of Directors feels that combining the positions of chairman and CEO, selecting

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a lead independent director to provide independent leadership and maintaining independent committees with individual chairs is the appropriate leadership structure to encourage the effective, efficient and engaged governance of Informatica by the Board of Directors and management.

Board Meetings and Committees

During 2010, the Board of Directors held six meetings (including regularly scheduled and special meetings), and no director attended fewer than 75% of the total number of meetings of the Board of Directors and the committees of which he or she was a member.

The Board of Directors currently has four standing committees: an Audit Committee, a Compensation Committee, a Corporate Governance and Nominating Committee and a Strategy Committee.

Audit Committee

The Audit Committee, which has been established in accordance with Section 3(a)(58)(A) of the Exchange Act, currently consists of Messrs. Seawell, Robel, and Garrett, each of whom is independent, as such term is defined for audit committee members by the listing standards of The NASDAQ Stock Market. The Board of Directors has determined that each of Messrs. Seawell, Robel, and Garrett is an audit committee financial expert as defined under the rules of the SEC. Mr. Seawell is the Chairman of the Audit Committee. The Audit Committee had nine meetings in 2010. The Audit Committee (1) provides oversight of Informatica's accounting and financial reporting processes and of the audit of Informatica's financial statements, (2) assists the Board of Directors in oversight of the integrity of Informatica's financial statements, Informatica's compliance with legal and regulatory requirements, the independent registered public accounting firm's qualifications, independence and performance, and Informatica's internal accounting and financial controls, and (3) provides to the Board of Directors such information and materials as it may deem necessary to make the Board of Directors aware of significant financial matters that require the attention of the Board of Directors. The Audit Committee acts pursuant to a written charter adopted by the Board of Directors, which is available in the Investor Relations Corporate Governance section of our website at www.informatica.com.

Compensation Committee

The Compensation Committee currently consists of Messrs. Pidwell, Sullivan, and Held, each of whom is independent as defined in the listing standards of The NASDAQ Stock Market. Mr. Pidwell is the chairman of the Compensation Committee. The Compensation Committee had six meetings in 2010. The Compensation Committee reviews and approves the compensation and benefits for Informatica's executive officers and the Board of Directors, administers Informatica's stock plans and performs such other duties as may from time to time be determined by the Board of Directors. The Compensation Committee acts pursuant to a written charter adopted by the Board of Directors, which is available in the Investor Relations Corporate Governance section of our website at www.informatica.com. The Compensation Discussion and Analysis included in this Proxy Statement includes additional information regarding the Compensation Committee's processes and procedures for considering and determining executive officer compensation.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee currently consists of Messrs. Robel, Pidwell and Sullivan, each of whom is independent as defined in the listing standards of The NASDAQ Stock Market. Mr. Robel is the chairman of the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee had two meetings in 2010. This committee is responsible for making recommendations to the Board of Directors on matters concerning corporate governance, evaluating and recommending candidates for election to the Board, reviewing and making recommendations regarding the composition and mandate of Board committees,

developing overall governance guidelines, and overseeing the performance of the Board. It is the policy of the Corporate Governance and Nominating Committee to consider recommendations of

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candidates for the Board of Directors submitted by the stockholders of Informatica; for more information see the discussion in Corporate Governance Matters. The Corporate Governance and Nominating Committee acts pursuant to a written charter adopted by the Board of Directors, which is available in the Investor Relations Corporate Governance section of our website at www.informatica.com.

Strategy Committee

The Strategy Committee currently consists of Messrs. Squire, Robel, Held, and Bertelsen, each of whom is independent as defined in the listing standards of The NASDAQ Stock Market. Mr. Squire is the Chairman of the Strategy Committee. The Strategy Committee is responsible for assisting Informatica's Board of Directors and management to oversee Informatica's strategic plans. The Strategy Committee had four meetings in 2010.

Director Compensation

Cash Compensation

Non-employee members of the Board of Directors received the following cash compensation for fiscal 2010:

an annual retainer of \$50,000;

\$20,000 for the Lead Independent Director;

\$15,000 per year for each member of the Audit Committee (or \$30,000 if such member is the chairperson);

\$10,000 per year for each member of the Compensation Committee (or \$20,000 if such member is the chairperson);

\$5,000 per year for each member of the Corporate Governance and Nominating Committee (\$10,000 if such member is the chairperson); and

\$5,000 per year for each member of the Strategy Committee (\$10,000 if such member is the chairperson).

In addition, there is a fee of \$1,000 for meetings deemed to be extraordinary based on their relation to special projects which require effort beyond traditional requirements.

Equity Compensation

Pursuant to our 2009 Equity Incentive Plan, each non-employee director automatically receives an award upon joining the Board of Directors as determined by the Compensation Committee (the Initial Grant), which is described in the 2009 Plan as either:

an option to purchase 60,000 shares;

an option to purchase 30,000 shares plus an award of 10,000 restricted stock units; or

an award of 20,000 restricted stock units.

Stock options granted pursuant to the Initial Grant will vest and become exercisable as to 33% of the shares on the first anniversary of the grant date, and as to an additional 2.78% each month thereafter, provided the director continues to serve through such dates. Restricted stock units subject to the Initial Grant will vest as to 33 1/3% of the restricted stock units on each of the first three anniversaries of the vesting commencement date, provided the director continues to serve through such dates.

In addition, our 2009 Equity Incentive Plan provides that each of our non-employee directors automatically receives an award as determined by the Compensation Committee on the date of each annual meeting of

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stockholders, provided that the non-employee director has served for at least six months prior to the annual meeting (the Ongoing Grant), which is described in the 2009 Plan as either:

an option to purchase 25,000 shares;

an option to purchase 12,500 shares plus an award of 4,167 restricted stock units; or

an award of 8,333 restricted stock units.

Stock options granted pursuant to the Ongoing Grant will vest and become exercisable as to 100% of the shares on the first anniversary of the grant date, provided the director continues to serve through such date. Restricted stock units subject to the Ongoing Grant will vest as to 100% of the restricted stock units on the first anniversary of the grant date, provided the director continues to serve through such date. In addition, in the event of a change of control (as defined in the 2009 Equity Incentive Plan), each of our non-employee directors will receive immediate vesting as to 100% of the director's unvested equity awards.

However, the 2009 Equity Incentive Plan provides that the Compensation Committee, in its sole discretion, at any time may change the number and other terms and conditions of future awards to our non-employee directors. In January 2010, the Compensation Committee determined it was in the best interests of our stockholders to change the number of shares underlying the Initial Grant and the Ongoing Grant for fiscal 2010 to (i) an option for 30,000 shares and a restricted stock unit award of 3,333 shares for the Initial Grant, and (ii) an option for 15,000 shares and a restricted stock unit award of 1,667 shares for the Ongoing Grant.

Compensation for 2010

The following table provides information concerning the compensation paid by us to each of our non-employee directors in fiscal 2010. Mr. Abbasi does not receive any additional compensation for his service as a director.

Name (1) (2)	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(3)	Option Awards (\$)(3)	Total (\$)
Mark A. Bertelsen	55,000	44,709	123,086	222,795
Mark Garrett	65,000	44,709	123,086	232,795
Gerald Held	65,000	44,709	123,086	232,795
David W. Pidwell	75,000	44,709	123,086	242,795
Charles J. Robel	100,000	44,709	123,086	267,795
A. Brooke Seawell	80,000	44,709	123,086	247,795
Geoffrey W. Squire	60,000	44,709	123,086	227,795
Godfrey R. Sullivan	65,000	44,709	123,086	232,795

(1) In fiscal 2010, each of our non-employee directors received, on June 15, 2010, an option for 15,000 shares, with a grant date fair value of \$123,086 and a restricted stock unit award of 1,667 shares, with a grant date fair value of \$44,709.

(2) As of December 31, 2010, the aggregate number of shares underlying stock awards and options outstanding for each of our non-employee directors was:

Name	Stock Awards	Options
Mark A. Bertelsen	1,667	90,000
Mark Garrett	1,667	75,000
Gerald Held	1,667	75,000
David W. Pidwell	1,667	90,000
Charles J. Robel	1,667	65,000
A. Brooke Seawell	1,667	52,500
Geoffrey W. Squire	1,667	90,000
Godfrey R. Sullivan	1,667	65,000

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- (3) Reflects the aggregate grant date fair value computed in accordance with Financial Accounting Standards Board's (FASB) Accounting Standards Codification (ASC) Topic 718, *Stock Compensation*. The assumptions used in the valuation of these awards are set forth in the notes to our consolidated financial statements, which are included in our Annual Report on Form 10-K for the year ended December 31, 2010, filed with the SEC on February 25, 2011. These amounts do not necessarily correspond to the actual value that may be recognized by the director.

Corporate Governance Matters

Risk Oversight

Our Board of Directors is responsible for the oversight of our enterprise risk management. Together with its committees, the Board of Directors ensures that any material risks relevant to Informatica or its business are appropriately considered and addressed. Our management is responsible for identifying, assessing, managing and mitigating Informatica's exposure to risk on a day-to-day basis, and the Board of Directors (and its committees) oversees management in its execution of these responsibilities. The Board of Directors reviews the strategic, financial and operational risks inherent in our business through its consideration of the various matters presented to the Board or its committees by management for review or approval. Furthermore, each committee regularly reviews and evaluates various aspects of enterprise risk as part of its specific functions and responsibilities delegated by the Board of Directors, including:

the Audit Committee considers risk in connection with its oversight of our financial review and reporting processes and regulatory and corporate compliance matters. In addition, the Audit Committee is responsible for the oversight and review of certain risk management policies, including our insurance, investment and business continuity policies;

the Compensation Committee considers risk in connection with its oversight of the design and administration of our compensation policies, plans and programs;

the Corporate Governance and Nominating Committee considers risk in connection with its oversight of our governance structure, policies and processes, including conflicts of interest (other than related party transactions reviewed by the Audit Committee); and

the Strategy Committee considers risk in connection with its oversight of our strategic plans, including mergers, acquisitions, investments and similar transactions.

We believe the Board's role is consistent with our leadership structure, with our CEO and management primarily responsible for enterprise risk management and the Board of Directors and its committees providing oversight of such efforts.

Code of Business Conduct

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

Corporate Governance Principles

We have adopted Corporate Governance Principles to establish the corporate governance policies pursuant to which the Board of Directors intends to conduct its oversight of our business in accordance with its fiduciary duties. You can find the Corporate Governance Principles in the [Investor Relations](#) [Corporate Governance](#) section of our website at www.informatica.com.

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Independence of the Board of Directors

The Board of Directors has determined that, with the exception of Sohaib Abbasi, who is our chief executive officer and president, all of its members are independent directors as defined in the listing standards of The NASDAQ Stock Market.

In making this determination, the Board of Directors considered that Mark A. Bertelsen is a member of the law firm of Wilson Sonsini Goodrich & Rosati, Professional Corporation (WSGR). Fees paid by us to WSGR for legal services rendered for the year ended December 31, 2010 were approximately \$1.4 million, which represented significantly less than 1% of WSGR's revenues. We believe the services performed by WSGR were provided in the ordinary course of business on terms no more or less favorable than those available from unrelated parties. In addition, the Board of Directors also considered the annual amount of Informatica's sales to, or purchases from, any company where a non-employee director serves as an executive officer or director or is a substantial stockholder. The Board of Directors determined that any such sales or purchases were made in the ordinary course of business and the amount of such sales or purchases in each of the past three fiscal years was less than 5% of Informatica's or the applicable company's consolidated gross revenues for the applicable year.

Stock Ownership Guidelines

We have adopted stock ownership guidelines for our directors and executive officers. For information regarding such guidelines, see the section of this Proxy Statement entitled Executive Officer Compensation Compensation Discussion and Analysis Stock Ownership Guidelines.

Contacting the Board of Directors

Stockholders and other individuals may communicate with the Board of Directors by submitting either an e-mail to board@informatica.com or a written communication addressed to the Board of Directors (or specific board member), Informatica Corporation, 100 Cardinal Way, Redwood City, California 94063. E-mail communications that are intended for a specific director should be sent to the e-mail address above to the attention of the applicable director.

Attendance at Annual Stockholder Meetings by the Board of Directors

Although we do not have a formal policy regarding attendance by members of the Board of Directors at our annual meeting of stockholders, we encourage, but do not require, directors to attend. Three directors attended our 2010 annual meeting of stockholders.

Process for Recommending Candidates for Election to the Board of Directors

The Corporate Governance and Nominating Committee is responsible for, among other things, determining the criteria for membership to the Board of Directors and recommending candidates for election to the Board of Directors. It is the policy of the Corporate Governance and Nominating Committee to consider recommendations for candidates to the Board of Directors from stockholders. Stockholder recommendations for candidates to the Board of Directors must be directed in writing to Informatica Corporation, Corporate Secretary, 100 Cardinal Way, Redwood City, CA 94063 and must include the candidate's name, home and business contact information, detailed biographical data and qualifications, information regarding any relationships between the candidate and Informatica within the last three years, and evidence of the nominating person's ownership of our common stock.

The Corporate Governance and Nominating Committee's general criteria and process for evaluating and

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identifying the candidates that it recommends to the full Board of Directors for selection as director nominees are as follows:

The Corporate Governance and Nominating Committee regularly reviews the current composition and size of the Board of Directors.

In its evaluation of director candidates, including the members of the Board of Directors eligible for re-election, the Corporate Governance and Nominating Committee seeks to achieve a balance of knowledge, experience and capability on the Board of Directors and considers (1) the current size and composition of the Board of Directors and the needs of the Board of Directors and the respective committees of the Board of Directors, (2) such factors as personal character, judgment, diversity, expertise, business experience, length of service, independence and other commitments, and (3) such other factors as the Corporate Governance and Nominating Committee may consider appropriate.

While the Corporate Governance and Nominating Committee has not established specific minimum qualifications for director candidates, the Corporate Governance and Nominating Committee believes that candidates and nominees must reflect a Board of Directors that is comprised of directors who (1) are predominantly independent, (2) are of high integrity, (3) have broad, business-related knowledge and experience at the policy-making level in business, government or academia, (4) possess strong aptitude for technology, including their understanding of the enterprise software industry and Informatica's business in particular, (5) have qualifications that will increase overall Board effectiveness, and (6) meet other requirements as may be required by applicable rules, such as financial literacy or financial expertise with respect to audit committee members.

In evaluating and identifying candidates, the Corporate Governance and Nominating Committee has the authority to retain third-party search firms with regard to candidates who are properly recommended by stockholders or by other means. The Corporate Governance and Nominating Committee will review the qualifications of any such candidate. This review may, in the Corporate Governance and Nominating Committee's discretion, include interviewing references for the candidate, direct interviews with the candidate, or other actions that the Corporate Governance and Nominating Committee deems necessary or proper.

The Corporate Governance and Nominating Committee will apply these same principles when evaluating Board candidates who may be elected initially by the full Board of Directors to fill vacancies or to add additional directors prior to the annual meeting of stockholders at which directors are elected.

After completing its review and evaluation of director candidates, the Corporate Governance and Nominating Committee recommends to the full Board of Directors the director nominees for selection.

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**PROPOSAL TWO
AMENDMENTS TO 2009 EQUITY INCENTIVE PLAN**

We are seeking stockholder approval of amendments to our 2009 Equity Incentive Plan (the 2009 Plan) to:

increase the number of shares of our common stock reserved for issuance under the 2009 Plan by 2,500,000 shares; and

increase the ratio by which full value awards count against the share reserve to 2.37.

The Board of Directors has approved such amendments to the 2009 Plan, subject to approval from our stockholders at the Annual Meeting.

The Board of Directors recommends a vote FOR this proposal.

Reasons for the Amendments

We believe our success is due to our highly talented employee base and that our future success depends on our ability to attract, retain and motivate high caliber personnel. We compete with many technology companies for a limited pool of talented people. The ability to grant equity awards is a necessary and powerful recruiting and retention tool for us to obtain quality personnel. The amendments to the 2009 Plan, if approved by our stockholders, would add 2,500,000 shares to the 2009 Plan. We believe that increasing the shares reserved for issuance under the 2009 Plan is necessary for us to continue to offer a competitive equity incentive program in the future. If the stockholders do not approve the proposed share increase, we believe we will not be able to continue to offer competitive equity packages to retain our current employees and hire new employees in future years. This could significantly affect our plans for growth and adversely affect our ability to operate our business.

We designed the 2009 Plan to conform to best practices in equity incentive plans. The 2009 Plan replaced our previously existing equity incentive plans and adopted many features designed to address stockholder concerns related to equity incentive plans, such as the prohibition on option and stock appreciation right repricing without stockholder consent, reduced maximum option terms, elimination of evergreen share reserve increases and the flexibility of restricted stock, restricted stock units, performance units or performance shares that can be used in lieu of stock options to reduce the total number of our shares necessary to grant competitive equity awards. Additionally, we have been focused on managing our annual equity usage.

Currently, the maximum number of shares that may be issued under the 2009 Plan is 9,000,000 shares. As of February 28, 2011, 4,627,331 shares were outstanding under the 2009 Plan and 3,408,275 shares remained available for grant. Further, as of February 28, 2011, there were 12,828,352 shares subject to issuance upon exercise of outstanding options under all of our equity compensation plans, at a weighted average exercise price of \$17.26, and with a weighted average remaining life of 4.02 years. As of such date, there were a total of 1,390,999 shares subject to outstanding restricted stock unit awards that remain subject to vesting.

Additionally, we recognize that depleting the 2009 Plan's share reserve by granting full value awards (e.g., restricted shares, restricted stock units, performance units and performance shares) potentially makes the 2009 Plan more costly to our stockholders. Currently, each full value award is counted against the share reserve as 1.52 shares for every one share subject to such award. In order to address potential stockholder concerns, the amendments to the 2009 Plan, if approved by our stockholders, would increase this ratio. As a result, beginning on the date of stockholder approval of

the amendments, each full value award will count against the 2009 Plan's share reserve as 2.37 shares for every one share subject to such award. We believe that this design best provides for flexibility in terms of our ongoing long-term incentive program, while limiting the future dilution to our stockholders as a result of Informatica granting certain awards (such as full value awards) as opposed to stock options, which are granted with exercise prices equal to fair market value.

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Description of the 2009 Plan

The following paragraphs provide a summary of the principal features of the 2009 Plan and its operation. The 2009 Plan is set forth in its entirety as Appendix A to this Proxy Statement. The following summary is qualified in its entirety by reference to Appendix A.

The 2009 Plan provides for the grant of the following types of incentive awards: (i) stock options, (ii) stock appreciation rights, (iii) restricted stock, (iv) restricted stock units, (v) performance units and (vi) performance shares. Each of these is referred to individually as an Award. Those who will be eligible for Awards under the 2009 Plan include employees, non-employee directors and consultants who provide services to Informatica and its affiliates. As of February 28, 2011, approximately 2,225 employees and non-employee directors were eligible to participate in the 2009 Plan.

Number of Shares of Common Stock Available Under the 2009 Plan

The Board has reserved 9,000,000 shares of Informatica's common stock for issuance under the 2009 Plan. The shares may be either authorized, but unissued, common stock or treasury shares. Shares subject to full value awards (restricted stock units, restricted stock, performance units or performance shares) currently count against the share reserve as 1.52 shares for every one share subject to such an Award. To the extent that a share that was subject to an Award that counted as 1.52 shares against the 2009 Plan reserve pursuant to the preceding sentence is returned to the 2009 Plan, the 2009 Plan reserve will be credited with 1.52 shares that will thereafter be available for issuance under the 2009 Plan. If this Proposal Two is approved, the maximum number of shares that may be issued under the 2009 Plan will increase to 11,500,000 shares, and the ratio by which full value awards count against the share reserve (and return thereto) will increase to 2.37 for awards granted thereafter.

If an Award expires or becomes unexercisable without having been exercised in full, or, with respect to restricted stock, restricted stock units, performance shares or performance units, is forfeited to or repurchased by Informatica, the unpurchased Shares (or for Awards other than options and stock appreciation rights, the forfeited or repurchased shares) will become available for future grant or sale under the 2009 Plan (unless the 2009 Plan has terminated). Awards paid out in cash rather than shares will not reduce the number of shares available for issuance under the 2009 Plan. If a stock appreciation right is settled in shares, such shares as well as shares that represent payment of the exercise price and tax related to the award will cease to be available under the 2009 Plan.

If Informatica declares a dividend or other distribution or engages in a recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase, or exchange of shares or other securities of Informatica, or other change in the corporate structure of Informatica affecting Informatica's common stock, the Committee will adjust the number and class of shares that may be delivered under the 2009 Plan, the number, class, and price of shares covered by each outstanding Award, and the numerical per-person limits on Awards.

Administration of the 2009 Plan

A committee authorized by the Board (the Committee), will administer the 2009 Plan. To make grants to certain of Informatica's officers and key employees, the members of the Committee must qualify as non-employee directors under Rule 16b-3 of the Securities Exchange Act of 1934, and as outside directors under Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code) so that Informatica can receive a federal tax deduction for certain compensation paid under the 2009 Plan. Subject to the terms of the 2009 Plan, the Committee has the sole

discretion to select the employees, consultants, and non-employee directors who will receive Awards, determine the terms and conditions of Awards, and to interpret the provisions of the 2009 Plan and outstanding Awards. The Committee may not, without the approval of Informatica's stockholders, institute an exchange program under which outstanding Awards are amended to provide for a lower exercise price or surrendered or cancelled in exchange for Awards with a lower exercise price.

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Options

The Committee is able to grant nonstatutory stock options and incentive stock options under the 2009 Plan. The Committee determines the number of shares subject to each option, although the 2009 Plan provides that a participant may not receive options (and/or stock appreciation rights) for more than one million (1,000,000) shares in any fiscal year, except in connection with his or her initial service as an employee with Informatica, in which case he or she may be granted an option (and/or stock appreciation rights) to purchase up to an additional two million (2,000,000) shares.

The Committee determines the exercise price of options granted under the 2009 Plan, provided the exercise price must be at least equal to 100% of the fair market value of Informatica's common stock on the date of grant. In addition, the exercise price of an incentive stock option granted to any participant who owns more than 10% of the total voting power of all classes of Informatica's outstanding stock must be at least 110% of the fair market value of the common stock on the grant date.

The term of an option may not exceed seven (7) years, except that, with respect to any participant who owns 10% of the voting power of all classes of Informatica's outstanding capital stock, the term of an incentive stock option may not exceed five years.

After a termination of service with Informatica, a participant will be able to exercise the vested portion of his or her option for the period of time stated in the agreement governing his or her Award. No incentive stock option may be exercised more than three (3) months after the participant's termination of service for any reason other than disability or death (unless the participant dies during such three (3) month period and/or the participant's agreement governing his or her Award, or the Committee, permits later exercise). No incentive stock option may be exercised more than one (1) year after the participant's termination of service due to disability or death (unless the participant's agreement governing his or her Award, or the Committee, permits later exercise). In no event may an option be exercised later than the expiration of its term.

Stock Appreciation Rights

The Committee will be able to grant stock appreciation rights, which are the rights to receive the appreciation in fair market value of common stock between the exercise date and the date of grant. Informatica can pay the appreciation in either cash or shares of common stock or a combination of both. Stock appreciation rights will become exercisable at the times and on the terms established by the Committee, subject to the terms of the 2009 Plan. The Committee, subject to the terms of the 2009 Plan, will have complete discretion to determine the terms and conditions of stock appreciation rights granted under the 2009 Plan; provided, however, that the exercise price may not be less than 100% of the fair market value of a share on the date of grant. The term of a stock appreciation right may not exceed seven (7) years. No participant will be granted stock appreciation rights (and/or options) covering more than one million (1,000,000) shares during any fiscal year, except that a participant may be granted stock appreciation rights (and/or options) covering up to an additional two million (2,000,000) shares in connection with his or her initial service as an employee with Informatica.

After termination of service with Informatica, a participant will be able to exercise the vested portion of his or her stock appreciation right for the period of time stated in the agreement governing his or her stock appreciation right. If a participant dies prior to the exercise of his or her stock appreciation rights, the Committee, in its discretion, may provide that the stock appreciation rights will be exercisable for up to one (1) year after the date of death. In no event will a stock appreciation right be exercised later than the expiration of its term.

Restricted Stock

Awards of restricted stock are rights to acquire or purchase shares of Informatica's common stock, which vest in accordance with the terms and conditions established by the Committee in its sole discretion. For example, the Committee may set restrictions based upon continued employment or service with Informatica, the achievement

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of specific performance goals, applicable laws, or any other basis determined by the Committee in its discretion. Subject to the provisions of the 2009 Plan, after the grant of restricted stock, the Committee, in its sole discretion, may reduce or waive any restrictions for such Award and may accelerate the time at which any restrictions will lapse at a rate determined by the Committee.

The Award agreement governing the grant of the restricted stock will generally grant Informatica a right to repurchase or reacquire the shares upon the termination of the participant's service with Informatica for any reason (including death or disability). The Committee will determine the number of shares granted pursuant to an Award of restricted stock. With respect to restricted stock intended to qualify as performance-based compensation under Section 162(m) of the Code, the Committee, in its discretion, may set restrictions based upon the achievement of specific performance objectives. The Committee shall determine the number of shares of restricted stock granted to any participant, but no participant will be granted more than three hundred thirty three thousand three hundred thirty three (333,333) shares of restricted stock (and/or performance shares or restricted stock units) during any fiscal year, except that a participant may be granted up to an additional six hundred sixty six thousand six hundred sixty seven (666,667) shares of restricted stock (and/or performance shares or restricted stock units) in connection with his or her initial employment with Informatica.

Restricted Stock Units

Awards of restricted stock units result in a payment to a participant only if the vesting criteria the Committee establishes is satisfied. For example, the Committee may set restrictions based on the achievement of specific performance goals or upon continued employment or service with Informatica. Upon satisfying the applicable vesting criteria, the participant will be entitled to the payout specified in the Award agreement. Subject to the provisions of the 2009 Plan, after the grant of restricted stock units, the Committee, in its sole discretion, may reduce or waive any performance objectives or other vesting provisions for such Award and may accelerate the time at which any restrictions will lapse at a rate determined by the Committee.

The Committee, in its sole discretion, may pay earned restricted stock units in cash, shares, or a combination thereof. Restricted stock units that are fully paid in cash will not reduce the number of shares available for grant under the 2009 Plan. On the date set forth in the Award agreement, all unearned restricted stock units will be forfeited to Informatica. The Committee determines the number of restricted stock units granted to any participant. With respect to restricted stock units intended to qualify as performance-based compensation under Section 162(m) of the Code, the Committee, in its discretion, may set restrictions based upon the achievement of specific performance objectives. The Committee shall determine the number of restricted stock units granted to any participant, but no participant may be granted more than three hundred thirty three thousand three hundred thirty three (333,333) restricted stock units (and/or shares of restricted stock or performance shares) during any fiscal year, except that the participant may be granted up to an additional six hundred sixty six thousand six hundred sixty seven (666,667) restricted stock units (and/or shares of restricted stock or performance shares) in connection with his or her initial employment with Informatica.

Performance Units and Performance Shares

The Committee will be able to grant performance units and performance shares, which are Awards that will result in a payment to a participant only if the performance goals or other vesting criteria the Committee may establish are achieved or the Awards otherwise vest. The Committee will establish performance or other vesting criteria in its discretion, which, depending on the extent to which they are met, will determine the number and/or the value of performance units and performance shares to be paid out to participants. Subject to the provisions of the 2009 Plan, after the grant of performance units or performance shares, the Committee, in its sole discretion, may reduce or waive any performance objectives or other vesting provisions for such Award and may accelerate the time at which any

restrictions will lapse at a rate determined by the Committee.

The Committee determines the number of performance units and performance shares granted to any participant. With respect to performance units and performance shares intended to qualify as performance-

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based compensation under Section 162(m) of the Code, the Committee, in its discretion, may determine that the performance objectives applicable to the performance units and performance shares shall be based on the achievement of performance goals. During any fiscal year, no participant will receive more than three hundred thirty three thousand three hundred thirty three (333,333) performance shares (and/or shares of restricted stock or restricted stock units) and no participant will receive performance units having an initial value greater than three million dollars (\$3,000,000), except that in the first year a participant becomes an employee, a participant may be granted performance shares (and/or shares of restricted stock or restricted stock units) covering up to an additional six hundred sixty six thousand six hundred sixty seven (666,667) shares or performance units having an initial value up to an additional three million dollars (\$3,000,000). Performance units will have an initial dollar value established by the Committee on or before the date of grant. Performance shares will have an initial value equal to the fair market value of a share of Informatica's common stock on the grant date.

Performance Goals

Awards of restricted stock, restricted stock units, performance shares, and performance units under the 2009 Plan may be made subject to the attainment of performance goals relating to one or more business criteria within the meaning of Section 162(m) of the Code and may provide for a targeted level or levels of achievement including: (i) profit, (ii) revenue, (iii) operating income, (iv) earnings per share, and (v) total shareholder return. Any criteria used may be (i) measured in absolute terms, (ii) in relative terms (including, but not limited to, passage of time and/or against another company or companies), (iii) on a per-share basis, (iv) against the performance of Informatica as a whole or a business unit of Informatica, and/or (v) on a pre-tax or after-tax basis. In granting Awards that are intended to qualify under Section 162(m) of the Code, the Committee will follow any procedures determined by it from time to time to be necessary or appropriate to ensure qualification of the Awards under Section 162(m) of the Code.

Awards to Non-Employee Directors

The 2009 Plan provides for automatic grants to non-employee directors. As stated in the 2009 Plan, the Committee's philosophy is to grant such awards of the same type and following the same ratio as grants to Informatica's Section 16 officers.

Accordingly, the 2009 Plan provides for an automatic grant to non-employee directors on the date the person first becomes a non-employee director of one of the following: (a) an option to purchase sixty thousand (60,000) shares; (b) an option to purchase thirty thousand (30,000) shares plus an award of ten thousand (10,000) restricted stock units; or (c) an award of twenty thousand (20,000) restricted stock units (the *Initial Grant*). Each non-employee director who is both a non-employee director on the date of an Annual Meeting of Informatica's Stockholders, and who has served as a non-employee director for at least six (6) months prior to such Annual Meeting, automatically shall receive on the date of such Annual Meeting one of the following: (a) an option to purchase twenty five thousand (25,000) shares; (b) an option to purchase twelve thousand five hundred shares (12,500) shares plus an award of four thousand one hundred sixty seven (4,167) restricted stock units; or (c) an award of eight thousand three hundred thirty three (8,333) restricted stock units (the *Ongoing Grant*).

The stock option granted pursuant to the Initial Grant will vest and become exercisable as to thirty three percent (33%) of the shares subject to the option on the first anniversary of the grant date, and as to an additional two and seventy eight one-hundredths percent (2.78%) each monthly anniversary thereafter, provided the participant continues to serve as a director through such dates. The restricted stock units subject to the Initial Grant will vest as to thirty three and one third percent (33 1/3%) on each of the first three anniversaries of the RSU vesting commencement date (as defined in the 2009 Plan) provided the participant continues to serve as a director through such dates. The stock option granted pursuant to the Ongoing Grant will vest and become exercisable as to one hundred percent (100%) of the shares subject to the option on the first anniversary of the grant date, provided the participant continues to serve as a director

through such date. The restricted stock units subject to the Ongoing Grant will vest as to one hundred percent (100%) of the restricted stock units subject to

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the grant on the first anniversary of the grant date provided the participant continues to serve as a director through such date.

The 2009 Plan provides that the Committee, in its sole discretion, at any time may change the number and other terms and conditions of the Awards subject to future grants to non-employee directors. See Proposal One Election of Directors Director Compensation Equity Compensation.

Transferability of Awards

Awards granted under the 2009 Plan are generally not transferable, and all rights with respect to an Award granted to a participant generally will be available during a participant's lifetime only to the participant. If the Committee makes an Award transferable, such Award will contain such additional terms and conditions as the Committee deems appropriate.

Amendment and Termination of the 2009 Plan

The Committee will have the authority to amend, suspend or terminate the 2009 Plan. No amendment, suspension or termination of the 2009 Plan will impair the rights of any participant, without the consent of the participant. The 2009 Plan will remain in effect until terminated pursuant to the provisions of the 2009 Plan; provided, however, that without further stockholder approval, no incentive stock options may be granted under the 2009 Plan after April 28, 2019.

Change of Control

In the event of a change of control, as defined in the 2009 Plan, each outstanding Award will be treated as the Committee determines, including, without limitation, that each Award be assumed or an equivalent option or right substituted by the successor corporation or a parent or subsidiary of the successor corporation. The Committee will not be required to treat all Awards similarly in the transaction. In the event that the successor corporation refuses to assume or substitute for the Award, the participant will fully vest in and have the right to exercise all of his or her outstanding options or stock appreciation rights, including shares as to which such Awards would not otherwise be vested or exercisable, all restrictions on restricted stock and restricted stock units will lapse, and, with respect to Awards with performance-based vesting, all performance goals or other vesting criteria will be deemed achieved at one hundred percent (100%) of target levels and all other terms and conditions met. In addition, if an option or stock appreciation right is not assumed or substituted for, the Committee will notify the participant in writing or electronically that the option or stock appreciation right will be fully vested and exercisable for a period of time determined by the Committee in its sole discretion, and the option or stock appreciation right will terminate upon the expiration of such period. The above provisions will apply only upon the consummation of a change of control, and will not apply to a proposed or potential change of control.

Table of Contents**Number of Awards Granted to Employees and Directors**

The number of Awards that an employee, director or consultant may receive under the 2009 Plan is at the discretion of the Committee and therefore cannot be determined in advance. The following table sets forth information with respect to the grant of options and restricted stock awards under the 2009 Plan in fiscal 2010 (no other type of award was granted during this time):

	Options Granted (#)	Weighted Average Exercise Price Per Share (\$)	Restricted Stock Units Granted (#)	Weighted Average Dollar Value of RSUs Granted (\$)
Sohaib Abbasi <i>Chairman of the Board, Chief Executive Officer and President</i>	300,000	24.38	33,333	24.38
Earl Fry <i>Chief Financial Officer, Chief Administration Officer, Executive Vice President, Global Customer Support and Secretary</i>	150,000	24.38	16,667	24.38
Paul Hoffman <i>Executive Vice President and President, Worldwide Field Operations</i>	150,000	24.38	16,667	24.38
Girish Pancha <i>Executive Vice President, Data Integration Product Division</i>	93,750	24.38	10,417	24.38
Ivan Chong <i>Executive Vice President, Data Quality Product Division</i>	75,000	24.38	8,333	24.38
All current executive officers as a group (6 people)	787,500	24.76	87,500	24.76
All non-employee directors as a group (8 people) (1)	120,000	26.82	13,336	26.82
All employees who are not executive officers as a group	1,117,500	27.23	640,937	28.62

(1) For further information, see Proposal One Election of Directors Director Compensation Equity Compensation.

Federal Tax Aspects

The following paragraphs are a summary of the general federal income tax consequences to U.S. taxpayers and Informatica of Awards granted under the 2009 Plan. Tax consequences for any particular individual may be different.

Nonstatutory Stock Options

No taxable income is reportable when a nonstatutory stock option with an exercise price equal to the fair market value of the underlying stock on the date of grant is granted to a participant. Upon exercise, the participant will recognize ordinary income in an amount equal to the excess of the fair market value (on the exercise date) of the shares purchased over the exercise price of the option. Any taxable income recognized in connection with an

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option exercise by an employee of Informatica is subject to tax withholding by Informatica. Any additional gain or loss recognized upon any later disposition of the shares would be capital gain or loss.

Incentive Stock Options

No taxable income is reportable when an incentive stock option is granted or exercised (except for purposes of the alternative minimum tax, in which case taxation is the same as for nonstatutory stock options). If the participant exercises the option and then later sells or otherwise disposes of the shares more than two years after the grant date and more than one year after the exercise date, the difference between the sale price and the exercise price will be taxed as capital gain or loss. If the participant exercises the option and then later sells or otherwise disposes of the shares before the end of the two- or one-year holding periods described above, he or she generally will have ordinary income at the time of the sale equal to the fair market value of the shares on the exercise date (or the sale price, if less) minus the exercise price of the option. This taxable income is not subject to income tax withholding.

Stock Appreciation Rights

No taxable income is reportable when a stock appreciation right with an exercise price equal to the fair market value of the underlying stock on the date of grant is granted to a participant. Upon exercise, the participant will recognize ordinary income (subject to withholding) in an amount equal to the amount of cash received and the fair market value of any shares received. Any additional gain or loss recognized upon any later disposition of the shares would be capital gain or loss.

Restricted Stock, Restricted Stock Units, Performance Units and Performance Shares

A participant generally will not have taxable income at the time an Award of restricted stock, restricted stock units, performance shares or performance units are granted. Instead, he or she will recognize ordinary income in the first taxable year in which his or her interest in the shares underlying the Award becomes either (i) freely transferable, or (ii) no longer subject to substantial risk of forfeiture.

Tax Effect for Informatica

Informatica generally will be entitled to a tax deduction in connection with an Award under the 2009 Plan in an amount equal to the ordinary income realized by a participant and at the time the participant recognizes such income (for example, the exercise of a nonstatutory stock option). Special rules limit the deductibility of compensation paid to Informatica's Chief Executive Officer and to each of its three most highly compensated executive officers other than our Chief Financial Officer. Under Section 162(m) of the Code, the annual compensation paid to any of these specified executives will be deductible only to the extent that it does not exceed \$1,000,000. However, Informatica can preserve the deductibility of certain compensation in excess of \$1,000,000 if the conditions of Section 162(m) are met. These conditions include stockholder approval of the 2009 Plan, setting limits on the number of Awards that any individual may receive and for Awards other than certain stock options, establishing performance criteria that must be met before the Award actually will vest or be paid. The 2009 Plan has been designed to permit the Committee to grant Awards that qualify as performance-based for purposes of satisfying the conditions of Section 162(m), thereby permitting Informatica to continue to receive a federal income tax deduction in connection with such Awards.

Section 409A

Section 409A of the Code, which was added by the American Jobs Creation Act of 2004, provides certain new requirements on non-qualified deferred compensation arrangements. These include new requirements with respect to an individual's election to defer compensation and the individual's selection of the timing and form of distribution of

the deferred compensation. Section 409A also generally provides that distributions must be made on or following the occurrence of certain events (e.g., the individual's separation from service, a predetermined

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date, or the individual's death). Section 409A imposes restrictions on an individual's ability to change his or her distribution timing or form after the compensation has been deferred. For certain individuals who are officers, Section 409A requires that such individual's distribution commence no earlier than six months after such officer's separation from service.

Awards granted under the Plan with a deferral feature will be subject to the requirements of Section 409A. If an Award is subject to and fails to satisfy the requirements of Section 409A, the recipient of that Award will recognize ordinary income on the amounts deferred under the Award, to the extent vested, which may be prior to when the compensation is actually or constructively received. Also, if an Award that is subject to Section 409A fails to comply with Section 409A's provisions, Section 409A imposes an additional 20% federal income tax on compensation recognized as ordinary income, as well as possible interest charges and penalties. Certain states have enacted laws similar to Section 409A which impose additional taxes, interest and penalties on non-qualified deferred compensation arrangements. Informatica will also have withholding and reporting requirements with respect to such amounts.

THE FOREGOING IS ONLY A SUMMARY OF THE EFFECT OF FEDERAL INCOME TAXATION UPON PARTICIPANTS AND INFORMATICA WITH RESPECT TO THE GRANT AND EXERCISE OF AWARDS UNDER THE 2009 PLAN. IT DOES NOT PURPORT TO BE COMPLETE, AND DOES NOT DISCUSS THE TAX CONSEQUENCES OF A PARTICIPANT'S DEATH OR THE PROVISIONS OF THE INCOME TAX LAWS OF ANY MUNICIPALITY, STATE OR FOREIGN COUNTRY IN WHICH THE PARTICIPANT MAY RESIDE.

Table of Contents**PROPOSAL THREE****RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed Ernst & Young LLP (E&Y) as the independent registered public accounting firm of Informatica for the fiscal year ending December 31, 2010. Although ratification by stockholders is not required by any applicable legal requirements, the Board of Directors has determined that it is desirable to request ratification of this selection by the stockholders. Notwithstanding its selection, the Audit Committee, in its discretion, may appoint a new independent registered public accounting firm at any time during the year if the Audit Committee believes that such a change would be in the best interest of Informatica and its stockholders. If the stockholders do not ratify the appointment of E&Y, the Audit Committee may reconsider its selection.

E&Y has audited Informatica's financial statements since our inception. A representative of E&Y is expected to be present at the Annual Meeting with the opportunity to make a statement if he or she desires to do so, and is expected to be available to respond to appropriate questions.

The Board of Directors recommends a vote FOR this proposal.

Accounting Fees

The following table shows the fees paid or accrued by Informatica for the audit and other services provided by E&Y for fiscal years 2009 and 2010.

	Fiscal Year	
	2009	2010
Audit Fees (1)	\$1,466,000	\$1,547,000
Audit-Related Fees (2)	177,000	150,000
Tax Fees (3)	991,000	1,045,000
All Other Fees		
Total	\$2,634,000	\$2,742,000

- (1) Audit fees consist of professional services rendered for the audit of Informatica's annual financial statements and reviews of its quarterly financial statements. Audit fees also include fees for international statutory audits, consents, assistance with and review of documents filed with the SEC, attest services, work done by tax professionals in connection with the audit or quarterly reviews and attestation-related services in connection with Section 404 of the Sarbanes-Oxley Act of 2002.
- (2) Audit-related fees consist of assurance and related services performed by E&Y that are reasonably related to the performance of the audit or review of Informatica's financial statements, which include fees for accounting consultations, internal control reviews and attest services not required by statute or regulation.
- (3) Tax fees consist of professional services performed by E&Y with respect to tax compliance and tax planning and advice. Tax compliance includes preparation of original and amended tax returns for Informatica, refund claims, tax payment planning and tax audit assistance. Tax compliance fees totaled approximately \$686,000 and \$772,000 for fiscal years 2009 and 2010, respectively. Tax planning and advice includes tax strategy planning and modeling, merger and acquisition related projects, intellectual property tax issues, intercompany and transfer pricing design and foreign employee tax matters. Tax planning and advice totaled \$305,000 and \$273,000 for

fiscal years 2009 and 2010, respectively.

Pre-Approval of Audit and Non-Audit Services

All audit and non-audit services provided by E&Y to Informatica must be pre-approved by the Audit Committee. The Audit Committee utilizes the following procedures in pre-approving all audit and non-audit services provided by E&Y. Prior to the end of the first quarter of the fiscal year, the Audit Committee is presented with a detailed listing of the individual audit and non-audit services and fees (separately describing audit-related

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services, tax services and other services) expected to be provided by E&Y during the year. On an as-needed basis, during subsequent Audit Committee meetings throughout the year, the Audit Committee is presented with an updated listing of approved services highlighting any new audit and non-audit services to be provided by E&Y. The Audit Committee reviews these listings and approves the services outlined therein if such services are acceptable to the Audit Committee.

To ensure prompt handling of unexpected matters, the Audit Committee delegates to the Chairman of the Audit Committee the authority to amend or modify the list of audit and non-audit services and fees; provided, however, that such additional or amended services may not affect E&Y's independence under applicable SEC rules. The Chairman reports any such action taken to the Audit Committee at the subsequent Audit Committee meeting.

All E&Y services and fees in 2009 and 2010 were pre-approved by the Audit Committee.

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REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

With respect to Informatica's financial reporting process, the management of Informatica is responsible for (1) establishing and maintaining internal controls, and (2) preparing our consolidated financial statements. Informatica's independent registered public accounting firm, E&Y, is responsible for auditing these financial statements and performing an attestation of our internal controls. It is the responsibility of the Audit Committee to oversee these activities. It is not the responsibility of the Audit Committee to prepare or certify our financial statements or guarantee the audits or reports of the independent auditors. These are the fundamental responsibilities of Company management and our independent registered public accounting firm. In the performance of its oversight function, the Audit Committee has:

reviewed and discussed the audited financial statements with E&Y and management;

discussed with E&Y the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended and as adopted by the Public Company Accounting Oversight Board; and

received the written disclosures and the letter from E&Y required by applicable requirements of the Public Company Accounting Oversight Board regarding E&Y's communications with the Audit Committee concerning independence, and has discussed with E&Y its independence.

Based upon such review and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in Informatica's Annual Report on Form 10-K for the year ended December 31, 2010 for filing with the SEC.

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

A. Brooke Seawell
Charles J. Robel
Mark Garrett

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PROPOSAL FOUR
ADVISORY VOTE ON EXECUTIVE COMPENSATION

The recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, enables our stockholders to vote to approve, on an advisory or non-binding basis, the compensation of our named executive officers as disclosed in accordance with the SEC's rules in the Executive Officer Compensation section of this Proxy Statement beginning on page 32 below. This proposal, commonly known as a say-on-pay proposal, gives our stockholders the opportunity to express their views on our named executive officers' compensation as a whole. This vote is not intended to address any specific item of compensation or any specific named executive officer, but rather the overall compensation of all of our named executive officers and the philosophy, policies and practices described in this Proxy Statement.

The say-on-pay vote is advisory, and therefore not binding on Informatica, the Compensation Committee or our Board of Directors. The say-on-pay vote will, however, provide information to us regarding investor sentiment about our executive compensation philosophy, policies and practices, which the Compensation Committee will be able to consider when determining executive compensation for the remainder of the current fiscal year and beyond. Our Board of Directors and our Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the named executive officer compensation as disclosed in this Proxy Statement, we will communicate directly with stockholders to better understand the concerns that influenced the vote, consider our stockholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

We believe that the information we've provided in the Executive Officer Compensation section of this Proxy Statement, and in particular the information discussed in Executive Officer Compensation Compensation Discussion and Analysis Executive Summary beginning on page 32 below, demonstrates that our executive compensation program was designed appropriately and is working to ensure management's interests are aligned with our stockholders' interests to support long-term value creation. Accordingly, we ask our stockholders to vote FOR the following resolution at the Annual Meeting:

RESOLVED, that Informatica's stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in Informatica's Proxy Statement for the 2011 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the compensation tables and narrative discussion, and the other related disclosure.

The Board of Directors recommends a vote FOR this proposal.

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**PROPOSAL FIVE
ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE
COMPENSATION**

The Dodd-Frank Act also enables our stockholders to indicate, at least once every six years, how frequently we should seek a non-binding vote on the compensation of our named executive officers, as disclosed pursuant to the SEC's compensation disclosure rules, such as Proposal Four. By voting on this Proposal Five, stockholders may indicate whether they would prefer a non-binding vote on named executive officer compensation once every one, two, or three years.

After careful consideration, our Board of Directors has determined that a non-binding vote on executive compensation that occurs annually is the most appropriate alternative for Informatica, and therefore our Board of Directors recommends that you vote for a one-year interval for the non-binding vote on executive compensation.

You may cast your vote on your preferred voting frequency by choosing the option of one year, two years, three years or abstain from voting.

The option of one year, two years or three years that receives the highest number of votes cast by stockholders will be the frequency for the advisory vote on executive compensation that has been selected by stockholders. However, because this vote is advisory and not binding on Informatica, the Compensation Committee or our Board of Directors, the Board of Directors may decide that it is in the best interests of our stockholders and Informatica to hold an advisory vote on executive compensation more or less frequently than the option approved by our stockholders.

We understand that our stockholders may have different views as to what is the best approach for Informatica, and we look forward to hearing from our stockholders on this Proposal Five.

The Board of Directors recommends a 1 YEAR vote on this proposal.

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EXECUTIVE OFFICER COMPENSATION

Compensation Discussion and Analysis

This section discusses our executive compensation programs, policies and decisions relating to our chief executive officer, chief financial officer and three other most highly compensated executive officers (collectively referred to as our named executive officers or NEOs). For fiscal 2010, our named executive officers were:

Sohaib Abbasi, our chairman of the board, chief executive officer and president;

Earl Fry, our chief financial officer, chief administration officer, executive vice president, global customer support and secretary;

Paul Hoffman, our executive vice president and president, worldwide field operations;

Girish Pancha, our executive vice president, data integration product division; and

Ivan Chong, our executive vice president, data quality product division.

Executive Summary

Pay-for Performance. The principal objectives of our compensation programs are to attract and retain top-tier talent and to motivate and reward employees who continually drive strong results for Informatica and its stockholders. A central goal of our executive compensation program is to pay for performance, in order to align the interests of our executive officers with those of our stockholders, and we believe our record over the past several years demonstrates that we have accomplished this goal. For example, we believe the charts below demonstrates the strong correlation between our net income and stock price growth and the compensation we paid to Mr. Abbasi over the last five years.

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* CEO compensation is calculated on the same basis as in the 2010 Summary Compensation Table on page 44. In 2006, Mr. Abbasi did not receive any equity awards.

- (1) Reflects non-equity incentive plan compensation.
- (2) Reflects the aggregate grant date fair value of stock awards and option awards computed in accordance with FASB ASC Topic 718.
- (3) Reflects the stock price on the last trading day of the fiscal year.

Mix of Compensation Elements. Our executive compensation program continued to consist of three principal elements: base salary, short-term cash incentive awards and long-term equity-based incentive awards. The chart below illustrates the overall mix of compensation components for our named executive officers in fiscal 2010. Consistent with our pay for performance philosophy, a significant portion of our executive officers' compensation in 2010 consisted of incentive awards, particularly long-term equity-based incentive awards. By using a significant equity-based element, we believe we create an incentive for our executive officers to achieve long-term stockholder value.

2010 Financial Highlights. We experienced strong year-over-year financial performance in 2010, including reporting record annual revenues over \$650 million, an increase of 30% from 2009. Our 2010 financial results were a key component of the cash incentive compensation paid to our executive officers in 2010. The following

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table illustrates our growth in fiscal 2010 in terms of revenue, net income, diluted earnings per share and stock price relative to fiscal 2008 and fiscal 2009:

	2008	2009	2010	% Change 2009 to 2010
Revenue	\$455.7 million	\$500.7 million	\$650.1 million	30%
Net Income	\$56.0 million	\$64.2 million	\$86.3 million	34%
Diluted Earnings per Share	\$0.58	\$0.66	\$0.83	26%
Stock Price (as of December 31)	\$13.73	\$25.88	\$44.03	70%

Significant 2010 Compensation Decisions. In 2010, we demonstrated our continued commitment to pay for performance and positive compensation practices in our executive compensation program (particularly for Mr. Abbasi) by:

making limited increases to the base salaries of our executive officers from 2009 levels (with Mr. Abbasi receiving a 7% increase to \$625,000);

establishing aggressive performance goal targets and paying cash incentive awards under our corporate bonus plan that reflected the achievement of high levels of corporate performance, which resulted in a payout level of 147% for the entire year (with Mr. Abbasi receiving a total of \$918,750);

granting equity awards to our executive officers with a mix significantly weighted towards options instead of RSUs (with Mr. Abbasi receiving an option for 300,000 shares and a RSU award for 33,333 shares); and

amending Mr. Abbasi's employment agreement to remove potential tax gross-up payments on severance benefits in exchange for generally increasing his benefits upon a change of control to 18 months of base salary, bonus and benefits, and full acceleration of vesting.

Philosophy of Compensation Programs

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

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

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

base salary;

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

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

Role of the Compensation Committee

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

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

The Compensation Committee currently consists of Dr. Held, Mr. Sullivan and Mr. Pidwell. Mr. Pidwell is the chairman of the Compensation Committee. Each member of the Compensation Committee is independent as that term is defined pursuant to the Compensation Committee's charter in terms of the independence requirements of The NASDAQ Stock Market, the non-employee director definition under Section 16 of the Exchange Act and the outside director definition in Section 162(m) of the Internal Revenue Code of 1986, as amended. No Compensation Committee member is a former or current officer or employee of Informatica or any of its subsidiaries. Members of the Compensation Committee serve at the discretion of our Board of Directors.

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

Role of Executive Officers in Compensation Decisions

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

Role of the Independent Compensation Consultant

For fiscal 2010, Radford (a unit of Aon Corporation) provided independent compensation consulting services to the Compensation Committee with respect to our compensation programs and policies for our executive officers, the Board of Directors and the broader employee base. Radford was engaged by the Compensation Committee in 2009 following a review of the compensation consultant relationship as part of their governance process and an evaluation

of a number of consultants.

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

Fiscal 2010 Peer Companies

The Compensation Committee, Mr. Abbasi, Mr. Fry and our human resources personnel meet annually to evaluate a group of software and technology companies with the independent compensation consultant and to select a sub-group of those companies for further peer analysis. In selecting a peer group, the Compensation Committee considers software and technology companies that, in its view, compete with us for talent and have financial or other organizational metrics generally similar to ours. Thus, our peer group includes a blend of mid-size companies and larger companies serving the data integration market or adjacent markets, as well as other comparably sized software companies. The specific criteria for selection into the peer group are set annually by Mr. Abbasi, Mr. Fry and the Compensation Committee, and include headquarters location, revenue and revenue growth rates, market capitalization and number of employees. The peer group is reviewed each year; companies are removed for failure to meet the selection criteria and new companies are added as necessary to ensure a significant sample size of companies. Our peer group for fiscal 2010 consisted of the following companies:

Fiscal 2010 Peer Group

Akamai Technologies, Inc.	Fair Isaac Corporation	Progress Software Corporation
Ariba, Inc.	JDA Software Group, Inc.	Quest Software, Inc.
Aspen Technology, Inc.	MicroStrategy Incorporated	Red Hat, Inc.
Concur Technologies, Inc.	NetSuite Inc.	salesforce.com, inc.
Eclipsys Corporation	NeuStar, Inc.	Sybase, Inc.
Epicor Software Corporation	Open Text Corporation	Tibco Software Inc.

Target Compensation

We look at three elements of compensation (base salary, target total cash, and long-term incentives) as compared to our peer group. For 2010, we targeted base salary at the 55th percentile, target total cash at the 65th percentile and long-term incentives at the 65th percentile. We use above-median targets to assist with attracting and retaining key employees and offering competitive compensation. The Compensation Committee also believes that targeting higher total cash (which includes cash incentive awards) and long-term incentives (which includes equity-based incentive awards) furthers our pay-for-performance philosophy.

Base Salary

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

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In the fourth quarter of 2009, the Compensation Committee reviewed the data provided by Radford, including the analysis of each named executive officer's base salary against our selected peer group. The Compensation Committee also considered organizational changes and any planned changes in each executive officer's responsibilities. In January 2010, Mr. Fry was promoted and his responsibilities expanded to include chief administration officer and executive vice president, global customer support; Mr. Hoffman was promoted and his responsibilities expanded to include president, worldwide field operations; and Mr. Chong was promoted from senior vice president and general manager to executive vice president. In addition, the Compensation Committee did not increase base salaries from fiscal 2008 to fiscal 2009 as part of our efforts to reduce spending across the organization in 2009 although the market data showed a trend of increases to base salaries within the peer group. As a result, the Compensation Committee approved increases to the base salaries of our named executive officers as follows:

Named Executive Officer	2009	2010	% Change
	Base Salary (\$)	Base Salary (\$)	
Sohaib Abbasi	585,000	625,000	7%
Earl Fry	350,000	375,000	7%
Paul Hoffman	350,000	370,000	6%
Girish Pancha	330,000	340,000	3%
Ivan Chong	270,000	290,000	7%

Short-Term Cash Incentive Awards

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

Target Bonus. The target bonus for each named executive officer is determined using competitive market data provided by our independent compensation consultant, evaluated against a number of criteria including functional responsibilities, market competitive data and the scope of the executive officer's position and on-going duties, and is expressed as a percentage of base salary. The Compensation Committee also reviews recommendations made by Mr. Abbasi for each executive officer (other than himself). No changes were made to the 2010 target bonus percentages for any NEO from fiscal 2009 levels, except for Mr. Chong. Mr. Chong's target bonus percentage was increased from 50% to 70% in connection with his promotion from senior vice president to executive vice president.

For fiscal 2010, each named executive officer's target bonus was:

Named Executive Officer	Target Bonus	Target Bonus
	(as a % of Base Salary)	(\$)
Sohaib Abbasi	100%	625,000
Earl Fry	70%	262,500
Paul Hoffman	90%	333,000
Girish Pancha	70%	238,000
Ivan Chong	70%	203,000

Certain executive officers receive a portion of their bonus pursuant to our corporate bonus plan and portion pursuant to an individual variable compensation plan based on their respective position. For Mr. Abbasi, Mr. Fry and

Mr. Pancha, we believe that it is appropriate to tie their bonus payments solely to the achievement of our key corporate performance objectives under the corporate bonus plan given the functional responsibilities, scope and on-going duties of their respective positions. As a result, they do not have individual variable compensation plans. Mr. Hoffman and Mr. Chong have individual variable compensation plans as described below. An executive

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officer may occasionally earn more or less than his or her target bonus based on factors including individual performance and any other exceptional contributions to our success during the measurement period.

Corporate Bonus Plan. Our corporate bonus plan focuses on the achievement of key fiscal year business objectives around growth and profitability. All of our executive officers participate in this bonus plan, which directly rewards the executive officer for achievement against semi-annual performance goals. The performance goals are determined by the Compensation Committee in consultation with the Board of Directors, Mr. Abbasi and Mr. Fry. These performance goals are specifically tied to two key corporate performance objectives: license bookings and non-GAAP operating income. For purposes of the corporate bonus plan, GAAP operating income is adjusted for certain items. Non-GAAP operating income for fiscal 2010 excluded charges and benefits related to the amortization of acquired technology and intangible assets, facilities restructurings, acquisitions, and stock-based compensation expense. For fiscal 2010, the percentage of each named executive officer's target bonus attributable to the applicable performance goal under the corporate bonus plan was:

Named Executive Officer	Percentage of Target Bonus	Corporate Bonus Plan Fiscal 2010 Performance Goal
Sohaib Abbasi	50%	License Bookings
	50%	Non-GAAP Operating Income
Earl Fry	50%	License Bookings
	50%	Non-GAAP Operating Income
Paul Hoffman (1)	15%	License Bookings
	15%	Non-GAAP Operating Income
Girish Pancha	50%	License Bookings
	50%	Non-GAAP Operating Income
Ivan Chong (1)	37.5%	License Bookings
	37.5%	Non-GAAP Operating Income

(1) The remainder of Mr. Hoffman's and Mr. Chong's target bonus is tied to their individual variable compensation plans discussed below.

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

The target levels of the performance goals are derived from our internal operating plan for the fiscal year. Our operating plan sets forth our internal goals and objectives for the overall growth and development of Informatica, and therefore is intentionally challenging and designed to require significant effort and skill by the company to achieve. As a result, the likelihood of achieving the performance targets reflects the challenges inherent in achieving the goals and objectives in our internal operating plan. Achievement of the target level of the performance goals for fiscal 2010

would have required aggressive growth and significant improvement from the prior fiscal year very high levels of both individual and corporate performance that we believed were possible but difficult to achieve. We also adjust the payout levels under the corporate bonus plan from year-to-year based on the likelihood of achievement of the performance goals. In addition, we evaluate and adjust payout levels based on an assessment of our peer group's financial targets for the upcoming fiscal year. In 2010, we set more aggressive performance goals in our internal operating plan than in 2009, and as a result the payout levels for

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2010 were adjusted upwards. In 2010, achievement at 95% of the target level of the performance goal resulted in a 100% payout (compared to a 75% payout in 2009):

Achievement Level per Performance Goal	2010 Payout Level of Target Bonus (1)
80% or less	0%
85%	40%
95%	100%
Target (100%)	120%
Maximum (120%)	200%

(1) Payments are linear between payout levels.

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

Individual Variable Compensation Plans. In addition, Mr. Hoffman and Mr. Chong receive the remainder of their target bonus pursuant to an individual variable compensation plan based on their respective positions. The performance goals under these individual variable compensation plans are described below. For fiscal 2010, the percentage of Mr. Hoffman's and Mr. Chong's target bonus attributable to the applicable performance goal under their respective individual variable compensation plans was:

Named Executive Officer	Percentage of Target Bonus	Individual Variable Compensation Plan Fiscal 2010 Performance Goal
Paul Hoffman	60%	License Bookings
	10%	Quarterly Services Margin
Ivan Chong	25%	Product Division License Bookings

Mr. Hoffman's individual variable compensation plan comprised 70% of his total target bonus for fiscal 2010. As our executive vice president and president, worldwide field operations, Mr. Hoffman is responsible for delivering our license bookings target. Therefore, we believe the majority of his target bonus (75%) should be tied directly to achievement of this target.

Mr. Chong's individual variable compensation plan comprised 25% of his total target bonus for fiscal 2010. As our executive vice president, data quality product division, Mr. Chong is responsible for delivering our worldwide license bookings target for that division. Therefore, we believe it is appropriate for a portion of his target bonus to be tied directly to achievement of such target.

Achievement of these license bookings performance goals is measured and paid monthly. Payments are linear up to 100% of the target level and accelerated by a 5x factor above 100% (for example, 75% attainment provides a 75%

payout, 100% attainment provides a 100% payout and 110% attainment provides a 150% payout), and are not capped at a maximum level of achievement. However, as a result of the aggressive target level of the performance goals (which are also derived from our annual operating plan), we believe it is unlikely that Mr. Hoffman or Mr. Chong will achieve significantly more than 100% of the target level. Similarly to our corporate bonus plan, the Compensation Committee considers the likelihood of achievement when approving the target levels and performance goals, including historical levels of achievement by Mr. Hoffman and Mr. Chong.

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Mr. Hoffman is also responsible for leading the services and customer implementation organizations, and therefore 10% of his target bonus is tied to delivery of the professional services margin targets for the fiscal year. Achievement of the quarterly service margin performance goal is measured and paid quarterly. Payments for this performance goal are based on achievement against each quarter's margin target with payout beginning above 80% achievement and capped at 100% achievement. Achievement at less than 80% results in zero payout. Achievement between 80% and 89% results in a payout level of 60% and achievement between 90% and 99% results in a payout level of 80%. Achievement at or above 100% results in a payout level of 100%.

2010 Bonuses. For 2010, the achievement (compared to our internal operating plan) and payout levels of the performance goals under the corporate bonus plan were:

Performance Goal	First Half 2010 Achievement	First Half 2010 Payout	Second Half 2010 Achievement	Second Half 2010 Payout
Corporate Bonus Plan:				
License Bookings	99%	116%	107%	148%
Non-GAAP Operating Income	110%	160%	111%	164%

These results combined for a total payout level of 138% for the first half of 2010 and 156% for the second half of 2010, representing a 147% payout level for the entire fiscal year.

For Mr. Hoffman and Mr. Chong, the achievement and payout levels of their individual variable compensation plan performance goals in 2010 were:

Performance Goal	2010 Achievement	2010 Payout
Individual Variable Compensation Plan (Hoffman):		
License Bookings	104%	120%
Quarterly Services Margin (1)	102%	95%
Individual Variable Compensation Plan (Chong):		
Product Division License Bookings	91%	91%

(1) Achievement for one quarter of 2010 was less than 100%, and achievement for three quarters of 2010 exceeded 100%.

For fiscal 2010, each named executive officer's actual bonuses were:

Named Executive Officer	Total First Half Award (\$)	Total Second Half Award (\$)	Total Fiscal 2010 Award (\$)	Total Fiscal 2010 Award (as a % of	Total Fiscal 2010 Award (as a % of

				Base Salary)	Target Bonus)
Sohaib Abbasi	431,250	487,500	918,750	147%	147%
Earl Fry	181,125	204,750	385,875	103%	147%
Paul Hoffman	165,350	252,281	417,631	113%	125%
Girish Pancha	164,220	185,640	349,860	103%	147%
Ivan Chong	123,290	146,688	269,978	93%	133%

Equity Incentive Awards

Informatica's equity incentive plans are a critical component of the compensation program that we believe fosters an entrepreneurial spirit and incentivizes our executive officers and key employees to focus on building stockholder value through meeting long-term financial and strategic goals. We grant stock options and restricted stock units (RSUs) to executive officers and other employees under our equity incentive plan. We also sponsor an employee stock purchase plan (ESPP). All full time employees (except employees in geographies where

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participation is restricted by local statute or regulations) are eligible to participate in our ESPP, which provides a fifteen percent (15%) discount on the purchase of shares twice a year. Executive officers participate in this plan on the same terms as all other employees. Offering stock options, restricted stock units and the ESPP are critical elements in attracting and retaining high caliber employees, including executive level talent, in the competitive technology industry labor market.

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

Our standard equity granting practice includes authorizing grants at the regularly scheduled Compensation Committee meetings held during the first month of each quarter, although the policy allows for some flexibility regarding corrections and off-cycle grants within pre-approved guidelines. The effective grant date and strike price, if applicable, is set as of the first business day of the second month of the quarter if such date is in an open window, or if not, the next date that is in an open window. The vesting commencement date is the effective start date for new hire grants, the effective promotion date for promotional grants, and the actual grant date for the annual refresh grants and restricted stock units.

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

2010 Equity Awards. In the fourth quarter of 2009, Radford provided the Compensation Committee with recommendations for equity awards for each executive officer based on consideration of the factors detailed above, and in particular to deliver market competitive equity value. In addition, the Compensation Committee evaluated whether to re-introduce a performance component and award a mix of options and RSUs in 2010. In 2009, the Compensation Committee had awarded only RSUs to re-balance outstanding equity awards (which consisted significantly of options) and ensure retention objectives (arising from underwater awards and market uncertainty). Therefore, upon the recommendation of Mr. Abbasi, the Compensation Committee approved a mix of options and RSUs for the executive officers' 2010 awards, weighted more heavily towards options. The Compensation Committee also reviewed and discussed with Mr. Abbasi his recommendations for equity awards for the executive officers (other than himself). Further, the Compensation Committee considered the promotions and increased responsibilities of Mr. Fry, Mr. Hoffman and Mr. Chong, as well as the retention value of Mr. Fry's

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and Mr. Hoffman's unvested equity awards. As a result, in 2010, each named executive officer received the following equity awards:

Named Executive Officer	Grant Date	Restricted Stock	
		Units (#) (1)	Options (#) (2)
Sohaib Abbasi	02/01/10	33,333	300,000
Earl Fry	02/01/10	16,667	150,000
Paul Hoffman	02/01/10	16,667	150,000
Girish Pancha	02/01/10	10,417	93,750
Ivan Chong	02/01/10	8,333	75,000

(1) RSUs vest over a four-year period, at a rate of 25% on the each anniversary of the grant date.

(2) Options vest over a four-year period, at a rate of 1/48th per month.

Benefits

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

flexible time off for vacation, care of a family member, or for a personal or family illness;

medical, dental and vision coverage;

disability insurance with the same relative coverage and payout levels regardless of seniority;

basic life and accidental death & dismemberment insurance with the same relative coverage and payout levels regardless of seniority;

401(k) savings plan with a matching contribution by us of up to \$2,500; and

the ESPP.

We do not currently offer any non-qualified deferred compensation plans or supplemental retirement plans to our executive officers. Also, we do not provide any pension arrangements or other similar benefits to its executives or employees, other than the 401(k) plan referenced above. In addition, we do not have a general program of perquisites that are available to our executive officers.

Severance Arrangements

We have entered into agreements with our NEOs regarding severance arrangements. Such agreements are standard in our industry and are necessary in order to attract and retain the best talent for these executive officer positions. See

Potential Payments on Termination or Change of Control below for a summary of the material terms and conditions of these severance arrangements.

During late 2009 and early 2010, Radford conducted a review of these agreements to determine whether the agreements remain competitive with those of our peer group and consistent with our compensation philosophy. After considering the results of Radford's review and the objectives that the agreements are designed to meet, including retention of employees key to the success of Informatica through any change of control event, the Compensation Committee determined that it was in Informatica's and its stockholders' best interests to modify these arrangements.

As a result, in 2010, we entered into an amendment to Mr. Abbasi's employment agreement to amend the severance benefits that Mr. Abbasi will receive upon his termination without cause or resignation for good reason in connection with a change of control. Pursuant to the amendment, Mr. Abbasi will receive 18 months of salary, 150% of his target bonus, and reimbursement for benefits premiums for 18 months, instead of 12 months' salary,

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100% of his target bonus, and benefit premiums for 12 months. In addition, Mr. Abbasi will receive accelerated vesting for all unvested equity awards, instead of 12 months of accelerated vesting. The amendment also removed the tax gross-up payment in the event any of Mr. Abbasi's severance benefits subjected him to the excise tax on excess parachute payments as determined under Sections 280G and 4999 of the Internal Revenue Code. Furthermore, in 2010 we entered into amended and restated executive severance agreements with our other executive officers, to amend the severance benefit with respect to equity award vesting that such executive officer will receive upon the officer's termination without cause or resignation for good reason in connection with a change of control. Pursuant to the agreements, Messrs. Fry, Hoffman, Pancha and Chong will receive accelerated vesting for all unvested equity awards, instead of 12 months of accelerated vesting.

Stock Ownership Guidelines

To further align the interests of the executive officers and members of the Board of Directors with those of our stockholders, in February 2008, the Corporate Governance and Nominating Committee adopted stock ownership guidelines for our executive officers and directors. Pursuant to these guidelines, each executive officer (except the chief executive officer) and director is expected to hold at least 5,000 shares of our common stock for so long as he is an executive officer or director. Our chief executive officer is expected to hold at least 10,000 shares of our common stock for so long as he retains that position. Executive officers, including the chief executive officer, and directors were expected to meet the standards set forth in the guidelines within three years from the date such guidelines were adopted by the Corporate Governance and Nominating Committee or within three years after the date of their election or reelection to the Board of Directors or appointment as an executive officer.

In March 2011, the Corporate Governance and Nominating Committee amended the stock ownership guidelines. Directors and executive officers are now expected to meet a minimum ownership level equal to:

chief executive officer 5x annual base salary;

other executive officers 3x annual base salary; and

directors 5x annual retainer.

Executive officers, including the chief executive officer, and directors will be expected to meet these ownership levels within three years from the date of their appointment as an executive officer or election to the Board of Directors. However, our current executive officers and directors will be expected to meet 1/3rd of these ownership levels by December 31, 2011, 2/3rds by March 15, 2012 and 100% by March 15, 2013. Minimum ownership levels are calculated annually based on the executive officer's base salary or director's annual retainer in effect as of the end of the fiscal year and the closing price of our common stock on the last trading day of the fiscal year. Shares counted towards the minimum ownership levels include all shares beneficially owned by the executive officer or director, including shares beneficially owned by the executive officer's or director's immediate family, but exclude unvested restricted stock, shares underlying unvested restricted stock units and shares underlying unexercised option grants.

Accounting and Tax Considerations

We generally consider tax and accounting implications in designing our compensation programs, and aim to keep the compensation expense associated with such programs within reasonable levels. For example, in selecting equity based compensation elements, the Compensation Committee reviews the projected expense amounts and expense timing associated with equity awards. In addition, Section 162(m) of the Internal Revenue Code of 1986, as amended, disallows a deduction by us for compensation exceeding \$1.0 million paid to certain executive officers, excluding, among other things, performance-based compensation. To maintain flexibility in compensating executive officers in a

manner designed to promote varying corporate goals, we have not adopted a policy that all compensation must be deductible.

Table of Contents**Report of the Compensation Committee of the Board of Directors**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with Informatica's management. Based on such review and discussion, the Compensation Committee recommended to Informatica's Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

David W. Pidwell
Gerald Held
Godfrey R. Sullivan

2010 Summary Compensation Table

The following table presents information concerning the compensation of the named executive officers for the fiscal year ended December 31, 2010.

Name and Principal Position	Year	Salary (\$)	Bonus (\$ (1))	Stock Awards (\$ (2))	Option Awards (\$ (2))	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$ (3))	Total (\$)
Sohaib Abbasi <i>Chairman and Chief Executive Officer</i>	2010	625,000		812,659	2,168,580	918,750		4,524,989
	2009	585,000		1,550,400		643,500		2,778,900
	2008	585,000			2,269,680	432,900		3,287,580
Earl Fry <i>Chief Financial Officer, Chief Administration Officer, Executive Vice President, Global Customer Support and Secretary</i>	2010	375,000		406,341	1,084,290	385,875	2,500	2,254,006
	2009	350,000		516,800		269,500	2,500	1,138,800
	2008	350,000	30,000		709,275	181,300	2,500	1,273,075
Paul Hoffman <i>Executive Vice President and President, Worldwide Field Operations</i>	2010	370,000		406,341	1,084,290	417,631	6,287	2,284,549
	2009	350,000		452,200		288,603	6,887	1,097,690
	2008	350,000			567,420	211,412	6,345	1,135,177

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Girish Pancha <i>Executive Vice President, Data Integration Product Division</i>	2010	340,000	253,966	677,681	349,860	2,500	1,624,008
	2009	330,000	452,200		222,131	2,500	1,006,831
	2008	330,000		624,162	181,913	2,500	1,138,575
Ivan Chong (4) <i>Executive Vice President, Data Quality Product Division</i>	2010	290,000	203,159	542,145	269,977	2,500	1,307,781

- (1) Reflects a discretionary bonus awarded for extraordinary performance in the second half of 2008.
- (2) Reflects the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. The assumptions used in the valuation of these awards are set forth in the notes to our consolidated financial statements, which are included in our Annual Report on Form 10-K for the year ended December 31, 2010, filed with the SEC on February 25, 2011. These amounts do not necessarily correspond to the actual value that may be recognized by the named executive officer.

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(3) Reflects 401(k) matching contributions by Informatica of \$2,500, and for Mr. Hoffman, tax reimbursement for expenses associated with his spouse's attendance at our annual sales achievement event of \$3,845 for fiscal 2008, \$4,387 for fiscal 2009 and \$3,787 for fiscal 2010.

(4) Mr. Chong became an executive officer in 2010.

2010 Grants of Plan-Based Awards Table

The following table presents information concerning each grant of an award made to a named executive officer in fiscal 2010 under any plan.

Name	Grant Date	Estimated Future Payouts Under		All Other Stock Awards: Number of	All Other Option Awards: Number of	Exercise or Base Price of Option Awards (\$)	Grant Date Fair Value of Stock and Option Awards (\$)(2)
		Non-Equity Incentive Plan Awards (1) Threshold Target	Maximum	Shares of Stocks or Units (#)	Securities Underlying Options (#)		
Sohaib Abbasi		625,000	1,250,000	33,333			812,659
	02/01/10				300,000	24.83	2,168,580
Earl Fry		262,500	525,000	16,667			406,341
	02/01/10				150,000	24.83	1,084,290
Paul Hoffman		333,000		16,667			406,341
	02/01/10				150,000	24.83	1,084,290
Girish Pancha		238,000	476,000	10,417			253,966
	02/01/10						