



# 2011 NASPP

19th Annual Conference

*San Francisco*

November 1-4, 2011

## 19th Annual Conference

### Practical Guidance in a Time of Change

#### Top Ten Reasons You Need to Attend the 19th Annual NASPP Annual Conference

1. You'll leave with the full picture of how Say-on-Pay, the Dodd-Frank Act, media outrage over executive compensation, and changing shareholder expectations are reshaping stock and executive compensation—and the real-world, practical solutions you need to respond to this changing landscape.
2. Executive compensation is in the cross-hairs like never before. The "Say-on-Pay Workshop Conference," led by the nation's top authorities—and included in the NASPP Conference at no extra charge—will provide the latest up-to-the-moment guidance that you need to make sure your executive pay passes muster with shareholders.
3. You do not want to head into the 2012 proxy season unprepared. "Tackling Your 2012 Compensation Disclosures: The 6th Annual Proxy Disclosure Conference" will be a "must" for anyone involved in executive compensation and proxy disclosures.
4. Performance-based awards are one of today's hottest trends in stock compensation—make sure you are prepared to design, implement, and administer these plans with our one-day, intensive pre-Conference session, "Practical Guide to Performance-Based Awards."
5. Economic conditions and financial pressures are forcing companies to implement more creative stock plans and solutions than ever before; make sure you keep up with the many sessions on innovative and leading-edge plan design.
6. SEC Chair Mary Schapiro opens up the Conference with a keynote address, followed by a panel of six institutional investors who vote on your pay practices, including BlackRock, T. Rowe Price, Cap Re, AFL-CIO and CalSTRS.
7. Every year brings a slew of new tax regs, rulings and other pronouncements—and 2011 is no exception—the NASPP Conference brings you the latest updates straight from the IRS and Treasury.
8. International laws impacting stock compensation continue to evolve at a rapid pace—keep up with the many sessions on global plans.
9. A strong network is an invaluable resource; build yours with the unparalleled networking opportunities at the Conference.
10. Find a better mousetrap—visit our exhibit hall for the latest solutions and services for plan design, oversight, and administration.

## Tuesday, November 1

- 8:00 am – 9:00 am **Registration for Pre-Conference Programs**
- 9:00 am – 5:00 pm **Practical Guide to Performance-Based Awards**
- 9:00 am – 5:45 pm **Tackling Your 2012 Compensation Disclosures: The 6<sup>th</sup> Annual Proxy Disclosure Conference**
- 6:00 pm – 7:30 pm **Registration / Opening Reception**

## Wednesday, November 2

- 7:00 am – 7:45 am **Registration / Continental Breakfast**
- 7:45 am – 8:00 am **Keynote: SEC Chair Mary Schapiro**
- 8:00 am – 9:30 am **Plenary: “Say-on-Pay Shareholder Engagement: The Investors Speak”**
- 9:30 am – 9:45 am **Session Change**
- 9:45 am – 11:00 am **Session I**
- 1.1 Executive Compensation Conference Double Session: Say-on-Pay: The Proxy Advisors Speak *and* How to Work with ISS & Glass Lewis: Navigating the Say-on-Pay Minefield
  - 1.2 Equity Compensation in Mergers and Acquisitions: Step-by-Step from Term Sheet to Close
  - 1.3 The Check’s in the Mail: Tracking Down Transaction Proceeds
  - 1.4 Are You Ready to Rumble? The IRS Executive Compensation Examination Program
  - 1.5 Double Session: The Leading Edge: Beyond Traditional Stock Plans *and* Alternatives to Shareholder Approval: Tricks, Tips and Traps
- 11:00 am – 11:30 am **Refreshment Break**
- 11:30 am – 12:45 pm **Session II**
- 2.1 Executive Compensation Conference Session: Putting Your Best Foot Forward: How to Ensure Your Pay Practices Pass
  - 2.2 Diluted Dilemmas: Understanding and Solving Complexities in Diluted EPS
  - 2.3 Maximizing Perceived Value of Equity Compensation
  - 2.4 NASPP Question of the Week Goes Live!
  - 2.5 Winning Shareholder Approval in the New Governance Environment
  - 2.6 Double Session: That’s Impossible! Theory vs. Reality of Plan Design *and* It Seemed Like a Good Idea: Inadvertent Consequences of Common Practices (also offered in Session III)
- 12:45 pm – 2:00 pm **Lunch**
- 2:00 pm – 3:15 pm **Session III**
- 3.1 Executive Compensation Conference Double Session: Say-on-Pay: The Director’s Perspective *and* Failed Say-on-Pay? Lessons Learned from the Front
  - 3.2 The Buck Stops Here (Unless, of Course, It Stops Somewhere Else)
  - 3.3 Key International Updates and Action Plans
  - 3.4 Taking the Difficulty Out of Setting Performance Goals
  - 3.5 So You Think You Can RSU? Prove It! (also offered in Session IV)
  - 3.6 Double Session: That’s Impossible! Theory vs. Reality of Plan Design *and* It Seemed Like a Good Idea: Inadvertent Consequences of Common Practices (also offered in Session II)
- 3:15 pm – 3:45 pm **Refreshment Break**
- 3:45 pm – 5:00 pm **Session IV**
- 4.1 Executive Compensation Conference Session: Say-on-Pay: Best Ideas for Putting It All Together
  - 4.2 Double Session: Indecent Disclosures: Polishing and Perfecting Disclosures under ASC 718 *and* Tax Accounting Troubles and Solutions
  - 4.3 Cost Basis Reporting for Stock Compensation
  - 4.4 Double Session: A Sensible Approach to Stock Ownership Guidelines *and* Stock Ownership Guidelines: Towards the Achievable, Meaningful, and Manageable
  - 4.5 Death, Taxes and Senior Executives: Estate Planning and Retirement Programs (also offered in Session VI)
  - 4.6 So You Think You Can RSU? Prove It! (also offered in Session III)

## Thursday, November 3

- 8:00 am – 9:00 am **Continental Breakfast**
- 9:00 am – 10:15 am **Session V**
- 5.1 Double Session: Recurring Nightmare: Administering FICA Taxation of RSUs *and* Social Security Tax Compliance for Stock Compensation
  - 5.2 Everything Excel
  - 5.3 Payback Time: Issues and Answers on Clawback Provisions (also offered in Session VI)
  - 5.4 Section 16 and Rule 144 Considerations in Today’s Market
  - 5.5 Risk Mitigation for Stock Compensation
  - 5.6 The IRS Speaks (also offered in Session VI)
- 10:15 am – 10:45 am **Refreshment Break**
- 10:45 am – 12:00 pm **Session VI**
- 6.1 Death, Taxes and Senior Executives: Estate Planning and Retirement Programs (also offered in Session IV)
  - 6.2 Say-on-Pay: The New Roadmap for Equity Compensation (also offered in Session IX)
  - 6.3 It’s a Matter of Time(ing)
  - 6.4 The IRS Speaks (also offered in Session V)
  - 6.5 Payback Time: Issues and Answers on Clawback Provisions (also offered in Session V)
- 12:00 pm – 1:30 pm **Lunch**
- 1:30 pm – 2:45 pm **Session VII**
- 7.1 Avoiding and Correcting Fatal 409A Problems
  - 7.2 Double Session: Security Breach: Making Sure Employee Data is Safe *and* Take a Tip from the Boy Scouts: Be Prepared with a Disaster Recovery Plan
  - 7.3 The Consultants Speak: Hot Topics in Executive Compensation
  - 7.4 Section 6039: Lessons Learned
  - 7.5 Extreme Makeover: Equity Plan Edition (also offered in Session VIII)
- 2:45 pm – 3:15 pm **Refreshment Break**
- 3:15 pm – 4:30 pm **Session VIII**
- 8.1 Out on a Ledge: Stock Compensation, Journal Entries and the General Ledger
  - 8.2 Not-So-Stupid Equity Plan Questions: What Your Employees Are *Really* Asking
  - 8.3 After the Gross-Up is Gone: Avoiding and Managing the 280G Excise Tax
  - 8.4 Ten Common Performance-Based Equity Compensation Pitfalls
  - 8.5 Today’s Hottest Topics in Stock Compensation
  - 8.6 Extreme Makeover: Equity Plan Edition (also offered in Session VII)

## Friday, November 4

- 8:00 am – 9:00 am **Continental Breakfast**
- 9:00 am – 10:15 am **Session IX**
- 9.1 Oh No! Equity-Related Mistakes and How to Prevent and Fix Them
  - 9.2 Double Session: How to Speak Generation Y: Adapting Stock Plan Education for Today’s Technology *and* The Deja View: Game Changing Technologies for Stock Plan Administration
  - 9.3 Did it Pass? Understanding Shareholder Voting Issues
  - 9.4 Say-on-Pay: The New Roadmap for Equity Compensation (also offered in Session VI)
- 10:15 am – 10:45 am **Refreshment Break**
- 10:45 am – 12:00 pm **Session X**
- 10.1 Mastering ESPP and RSU Withholding Outside the United States
  - 10.2 Simplify Administration Using New Technology
  - 10.3 Did You Get the Memo? Moving Global Alerts Out of Your Inbox and Into Your Daily Procedures

## Why the NASPP Conference?

With Dodd-Frank and Say-on-Pay dramatically impacting pay practices, huge changes continue to be afoot for executive compensation, stock plan administration and disclosure—that will impact every public company. You cannot afford to fall behind in this rapidly changing environment—all companies need to be considering new plan designs and it is critical that you—and your staff—have the best possible guidance.

The NASPP is the unquestioned leader in providing critical guidance to all those involved with any role in design, oversight, administration and disclosure of stock and executive compensation. We have assembled over 100 of the top names in the field to focus on the latest practices, strategies and solutions that every company will need to implement in the critical days ahead. 45+ sessions cover timely, cutting-edge practices, as well as essential “nuts and bolts,” all led by industry luminaries who will share their best-practice pointers.

## Who Should Attend?

Every public company (as well as those about to go public)—and every firm that counsels companies—will want to have people in attendance, including those who design, draft, implement and administer plans. Lawyers who advise companies and boards about equity compensation (and proxy disclosure) will not want to miss this important Conference.

The Conference is designed for professionals whose responsibilities relate, directly or indirectly, to stock plan design, administration and/or regulatory compliance. Stock plan administrators, compensation and human resource professionals, attorneys, consultants, accounting professionals, corporate secretaries, and others involved with any aspect of equity compensation will benefit from attending this Conference.

## The Speakers

A partial list of featured speakers this year includes:

- SEC Chair Mary Schapiro
- Michelle Edkins, BlackRock
- Donna Anderson, T.Rowe Price
- Jesse Brill, Editor, *The Corporate Counsel*; Chair, NASPP
- Peter Romeo, Hogan Lovells
- Alan Dye, Hogan Lovells, Section16.net
- Stephen Tackney, IRS
- Mike Kesner, Deloitte Consulting
- Carol Bowie, ISS
- Bob McCormick, Glass Lewis
- Mark Borges, Compensia

- David Lynn, TheCorporateCounsel.net, former SEC Chief Counsel
- Ira Kay, Pay Governance
- Ed Burmeister, Baker & McKenzie
- Cheryl Spielman, Ernst & Young
- Ron Mueller, Gibson, Dunn & Crutcher
- Paula Todd, Towers Watson
- Wendy Davis, Cooley
- Barbara Baksa, NASPP

## BONUS: The Say-on-Pay Workshop Conference at No Extra Cost!

CompensationStandards.com’s “The Say-on-Pay Conference Workshop: 8<sup>th</sup> Annual Executive Compensation Conference” is offered on November 2 and included in the NASPP Conference at no extra cost, so that all Conference participants can attend this highly regarded program.

Say-on-pay has put executive compensation in the cross-hairs like never before. This critical Conference—led by the nation’s top authorities—will provide the latest up-to-the-moment guidance that you need to make sure your executive pay passes muster with shareholders.

## PRE-CONFERENCE

### Tackling Your 2012 Compensation Disclosures: The 6<sup>th</sup> Annual Proxy Disclosure Conference

Say-on-Pay and the disclosures required under Dodd-Frank mark a sea change for executive compensation and will result in unprecedented challenges for the 2012 proxy season. Do not head into it unprepared. “Tackling Your 2012 Compensation Disclosures: The 6<sup>th</sup> Annual Proxy Disclosure Conference” will be a “must” for anyone who has any role in setting/approving compensation or the preparation or review of proxy statements.

### Practical Guide to Performance-Based Awards

Performance-based awards are one of the hottest trends in stock compensation today, yet few understand the administrative and legal complexities involved with them. It’s critical that companies carefully examine both the legal and administrative implications of these awards and ensure that they design their plan to align with company, executive, and shareholder interests. This intensive one-day program will give you the substantive knowledge necessary to implement or administer this unique and emerging form of equity compensation.

## Continuing Education

**CLE.** Continuing Legal Education (CLE) credits in various states will be available to attendees.

**CEP.** Certified Equity Professionals (CEPs) can earn 1.25 continuing education credits per workshop and 1.5 credits for the combined keynote and plenary sessions.

**CPE.** Attendees that pay a \$100 administrative fee can earn a maximum of 16 CPE credits for the NASPP Conference and 7.5 CPE credits for the Practical Guide to Performance-Based Awards Course. Sign-in sheets will be available at all sessions that qualify for CPE credit; to receive CPE credit, attendees must sign in and out for all sessions that they attend.

Visit [Naspp.com](http://Naspp.com) for more information, including fields of study, program levels, advanced preparation, and prerequisites.

## Travel Arrangements

We have negotiated special rates at the Hilton San Francisco, where all Conference events will be held. Call (800) 445-8667 and mention the NASPP (or use the direct hotel link available on [Naspp.com](http://Naspp.com)) for reservations. We expect the hotel to be sold out and encourage you to make your reservations early.

Visit [Naspp.com](http://Naspp.com) for information about airline and rental car discounts.

## Cancellations: No Refunds

All registrations are non-refundable.

## Exhibit Hall

Don’t miss this invaluable opportunity to see demonstrations and compare products and services, all in one location. The leading compensation and benefits consultants, third-party administrators and other service providers will be available in our extensive exhibit hall. All exhibitors qualify for the Proposal Assistance Program for the 2012 Conference—this benefit alone is worth the cost of exhibiting.

Sponsors can qualify for ad space on the [Naspp.com](http://Naspp.com) home page, Conference page, and in emails promoting the Conference (distributed to a mailing list of over 20,000)! For information call (925) 685-9271 or visit [Naspp.com](http://Naspp.com).

## Contact Us

For questions, please contact the NASPP at (925) 685-9271 or [naspp@naspp.com](mailto:naspp@naspp.com).



## Latest Legislative & Regulatory Developments

### Today's Hottest Topics in Stock Compensation

From rigorous new legislation to cutting-edge trends in compensation design, every year brings a host of late-breaking developments impacting stock plans. This session, featuring key thought leaders, will cover the latest hot topics in stock compensation. To ensure that the session is as timely and relevant as possible, the actual topics to be covered and the panelists will not be announced until shortly before the Conference. *Levels I, II and III.*

### The IRS Speaks

Featuring key IRS speakers, this session will focus on difficult issues that have arisen during the past year with respect to new tax laws, regulations and changes in government positions. The panelists will discuss recent developments, including reporting requirements for equity plans, new, more restrictive rules for executive compensation paid by certain entities, and NQDC law changes. In addition, this session will focus on how problems can be solved as companies discover that errors have been made, either through self-correction or voluntary disclosure to the IRS. *Levels I, II and III.*

- Stephen Tackney, IRS
- Elizabeth Drigotas, Deloitte Tax
- Deborah Walker, Deloitte Tax

### Are You Ready to Rumble? The IRS Executive Compensation Examination Program

The IRS is one year into a large-scale audit of executive compensation—consisting of company audits that the IRS has acknowledged to be “invasive.” Our veteran panel will highlight what the IRS is looking for, which companies are being selected for audit, how the IRS is enforcing the examination process, and what you should be doing now to prepare for an exam. *Levels I, II and III.*

- Boyd Brown, Intel
- Andrew Gibson, BDO USA
- Handy Hevener, Morgan Lewis & Bockius

### Did It Pass? Understanding Shareholder Voting Issues

Confused about voting requirements? This primer on shareholder voting will explain the fundamentals, including voting rules and how to determine the quorum required, as well as how abstentions and broker non-votes play into these rules. You'll also learn about special voting requirements with respect to ISOs and Section 162(m), Blue Sky law requirements, and voting requirements under Say-on-Pay. *Levels I, II and III.*

- Keith Bishop, Allen Matkins
- Bill Haubert, Richards, Layton & Finger
- Tom Montrone, Eagle Rock Proxy Advisors
- Nancy Wojtas, Cooley

### Section 16 and Rule 144 Considerations in Today's Market

Today's volatile market and media criticisms of executive compensation have heightened the importance of having spotless Section 16 and Rule 144 procedures. Hear the leading authorities on Section 16 and Rule 144 discuss evolving case law, news from the plaintiffs' bar, recent reporting developments, year-end gifts, and guidance from the SEC on these complex and highly visible areas of compliance. *Levels I, II and III.*

- Jesse Brill, NASPP
- Alan Dye, Hogan Lovells
- Peter Romeo, Hogan Lovells
- Robert Barron, Consultant

### Key International Updates and Action Plans

International regulations change at the speed of light; have your stock plans kept pace? This expert panel will cover key tax and legal changes around the world—as well as enforcement activity that may warrant immediate response—and provide you with a clear action plan of issues to consider and steps to take to address recent changes. *Levels I, II and III.*

- Edward Burmeister, Baker & McKenzie
- Valerie Diamond, Baker & McKenzie
- Cheryl Spielman, Ernst & Young
- Amit Banker, Ernst & Young

### NASPP Question of the Week Goes Live!

Are you testing your equity compensation knowledge with the NASPP Question of the Week Challenge? Play along with the rest of the audience as the Question of the Week goes live! Whether you are new to the industry—or consider yourself a pro—you're sure to learn a lot. *Levels I, II and III.*

- Barbara Richley, E\*TRADE Corporate Services
- Jennifer Namazi, NASPP

### Cost-Basis Reporting for Stock Compensation

For the first time ever, Forms 1099-B issued in early 2012 will include cost-basis data for stock purchased this year, however the rules for cost-basis reporting for employee plans are confusing and may not always result in an accurately reported basis. Find out how to determine if Forms 1099-B issued to your employees will be accurate, what your responsibilities are, and how you should educate employees with this just-in-time session. *Levels I and II.*

- Andrew Schwartz, BNY Mellon Shareowner Services
- Derek Arisian, Wells Fargo
- Barbara Baksa, NASPP

### Section 6039: Lessons Learned

With one year of Section 6039 reporting behind us, this panel will examine the experiences of four companies/practitioners—including two in-house panelists, one that managed their reporting responsibilities internally and another that used a third-party provider—to cull out key lessons learned and best practices for this year's filings. *Levels I and II.*

- Jessica Carbullido, Con-Way
- Christine McCarthy, Orrick, Herrington & Sutcliffe
- Ryan Strong, Fidelity Investments
- Lisa Tangen, 3M

## Plan Design & Redesign

### Extreme Makeover: Equity Plan Edition

How many companies considered a makeover for their equity plan in preparation for Say-on-Pay? How many should have? This session will take your stock plans from drab and outdated to the envy of your peer group. Our expert panel will explain how to create a simpler, sleeker and more refined program that is easier for all stakeholders to understand and your directors to administer. *Levels II and III.*

- Stephen Coolbaugh, Jones Day
- Mike Andresino, Posternak Blankstein & Lund
- Irv Becker, Hay Group
- Blair Jones, Semler Brossy Consulting

### Risk Mitigation for Stock Compensation

With compensation risk management in the spotlight, companies are re-evaluating the risk mitigation features in their stock and incentive plans. Practices are clearly evolving relative to clawbacks, deferral features, holding period

requirements, non-competes, use of discretion, and other risk mitigation features. This session will explain the numerous practical and technical considerations inherent in these features and include a practical checklist of key design considerations and administrative pointers. *Levels I, II and III.*

- Stephen Coolbaugh, Jones Day
- David Johnson, Consultant
- Paula Todd, Towers Watson

### The Consultants Speak: Hot Topics in Executive Compensation

Hear candid guidance from the top consultants about where we have gone astray—and how to make the necessary fixes. These experienced experts will share straight talk on the latest issues, challenges, and best practices for executive compensation. *Levels I, II and III.*

- Don Delves, The Delves Group
- Jan Koors, Pearl Meyer & Partners
- Eric Marquardt, Pay Governance
- Francis Byrd, Laurel Hill Advisory Group

### Ten Common Performance-Based Equity Compensation Pitfalls

With increasing pressure to put the “performance” back into performance-based compensation, this session will focus on requirements and common pitfalls under Sections 409A and 162(m). The panel, which features a key IRS staffer, will identify “traps for the unwary” and use real-world examples to illustrate practical solutions for improving compliance and avoiding unintentional violations. *Levels II and III.*

- Stephen Tackney, IRS
- Elizabeth Buchbinder, Ernst & Young
- Catherine Creech, Ernst & Young
- Jeffrey Kroh, Groom Law Group

### Taking the Difficulty Out of Setting Performance Goals

Limited line of sight and unforeseen obstacles impacting financial results make finding the right metrics for performance-based awards an uphill struggle. Find out how new market-based awards—such as relative total shareholder return and market stock unit plans—can solve these problems and learn about the design and accounting considerations key to a successful TSR or MSU program. *Levels II and III.*

- Jon Burg, Radford
- Gloria Estrada, Agilent Technologies
- Kathryn Neel, Frederic W. Cook & Co.
- Susan Stemper, Biogen Idec

### It's a Matter of Time(ing)

This presentation examines how long-term incentive delivery portfolios are being designed to create intricate matrices of payout timelines and delivery forms. These matrices respond to the hold-to-retirement and clawback demands of regulators and investors as well as management's pay-for-performance strategy, while ignoring the timing barriers traditionally associated with vesting and payout schedules, resulting in a powerful tool to drive business strategy. *Levels II and III.*

- Myrna Helleman, Sibson Consulting
- Jonathan Minor, Sibson Consulting

### Payback Time: Issues and Answers on Clawback Provisions

If your stock compensation isn't subject to a clawback provision now, we expect that it will be soon. Find out why clawback provisions are more and more popular and learn about fundamental design considerations—such as who should be subject to clawback provisions and for how long, use of discretion, and enforcement considerations. This session will also address the tax treatment of

clawbacks for both the company and executives. *Levels II and III.*

- Rosina Barker, Ivins, Phillips & Barker Chartered
- Mike Melbinger, Winston & Strawn
- Mark Muedeking, DLA Piper

### Alternatives to Shareholder Approval: Tricks, Tips and Traps

Public company listing rules require shareholder approval for all stock plans unless one of a limited number of exceptions applies. This workshop will describe how to stretch your stock plan reserve by maximizing these often misunderstood exceptions and will highlight creative and innovative arrangements that can be implemented within these exceptions. *Levels II and III.*

- Megan Arthur, Cooley
- Jennifer Drimmer, Exelixis

*Double session with “The Leading Edge: Beyond Traditional Stock Plans.”*

### The Leading Edge: Beyond Traditional Stock Plans

This session will highlight benefits of expanding your equity compensation programs beyond traditional vehicles. Our intrepid panel will explore ways in which companies are using cash-based plans and capped/max value SARs to replace or augment traditional plans, including key design and administrative considerations to think about before implementing these arrangements. *Levels I, II and III.*

- Bill Dunn, PricewaterhouseCoopers
- Eric Gee, Genworth Financial
- Brennan Latham, Fidelity Stock Plan Services

*Double session with “Alternatives to Shareholder Approval: Tricks, Tips and Traps.”*

### That’s Impossible! Theory vs. Reality of Plan Design

Innovative ideas for plan design are not always cost effective for ongoing administration. Using a case-study approach, this presentation will discuss the most problematic plan features and suggest practical design alternatives. *Levels I, II, and III.*

- Alan Nadel, Strategic Apex Group
- Martha Steinman, Dewey & LeBoeuf
- Dan Walter, Performensation

*Double session with “It Seemed Like a Good Idea: Inadvertent Consequences of Common Practices.”*

### It Seemed Like a Good Idea: Inadvertent Consequences of Common Practices

Certain well-intended plan provisions and administrative practices have inadvertent consequences for the unwary. This session covers common grant provisions and practices and the administrative headaches and regulatory deep-water that these “benefits” can create. If you are wading through these swirling waters without a paddle, this session will provide a life-raft of solutions and a safe paddling guidebook. *Levels I, II and III.*

- Chris Dohrmann, Morgan Stanley Semith Barney
- Bernice Toy, Cisco
- Denise Vitale, Equity Administration Solutions

*Double session with “That’s Impossible! Theory vs. Reality of Plan Design.”*

### Say-on-Pay: The New Roadmap for Equity Compensation

Say-on-Pay provides a strong incentive to re-examine equity awards—and the SEC’s new upcoming pay-for-performance disclosure requirement will only increase the pressure. This session will look to paradigmatic companies from small, high-volatility technology companies to large, stable companies to examine how stock plans

need to adapt to the post Say-on-Pay landscape. *Levels I, II and III.*

- Arthur Kohn, Cleary Gottlieb Steen & Hamilton
- Peter Suzman, FAS123 Solutions
- Fred Whittlesey, Compensation Venture Group

## Best Practices in Equity Compensation

### Winning Shareholder Approval in the New Governance Environment

Gaining stock plan approval can be fraught with peril—it pays to know the pitfalls. This lively dialogue will cover the current governance environment, including the impact of Say-on-Pay on stock compensation. Our veteran panelists will discuss how to dialogue with shareholders, strategies for dealing with a negative recommendation from ISS and Glass Lewis, and hot button issues to address to ensure investor approval. *Levels II and III.*

- Kelly Crean, Mercer
- Paul Gilles, Time Warner Cable
- Reid Pearson, Alliance Advisors
- Russell Posner, Marsh & McLennan

### Death, Taxes and Senior Executives: Estate Planning and Retirement Programs

Everything you need to know about executive wealth management and retirement planning techniques, from the vocabulary you need to survive to sophisticated tax considerations, securities law and disclosure pitfalls, corporate governance concerns, and practical tips for working with executives’ financial advisors. *Levels II and III.*

- Eddie Adkins, Grant Thornton
- John Provo, Maslon Edelman Borman & Brand
- Martin Rosenbaum, Maslon Edelman Borman & Brand
- William Thoms, UBS Financial Services

### After the Gross-Up is Gone: Avoiding and Managing the 280G Excise Tax

With merger activity on the rise, understanding the excise tax under Section 280G is a critical skill. This session will explain how the tax works, why it is a growing problem for stock and executive compensation, why grossing up is no longer a strategy, and other alternatives to avoid or mitigate the excise tax now that the gross-up is gone. *Levels I, II and III.*

- Terry Adamson, Aon Hewitt
- David Schmidt, James F. Reda & Associates
- Laura Thatcher, Alston & Bird
- Laurence Wagman, Golden Parachute Tax Solutions

### Stock Ownership Guidelines: Towards the Achievable, Meaningful, and Manageable

Successful share ownership guidelines must be of sound design, practicable, and supported by effective tracking and enforcement mechanisms. This panel will look at trends in design, as well as common issues and challenges for stock ownership guidelines, and discuss the most interesting tweaks and approaches companies are using to overcome these obstacles. The group will also focus on the administrative best practices to ensure that these programs stay on track. *Levels II and III.*

- Jennifer Namazi, Stock & Option Solutions
- Kristi Oberson, ProLogis
- Cimi Silverberg, Frederic W. Cook & Co.

*Double session with “A Sensible Approach to Executive and Director Stock Ownership Guidelines.”*

### A Sensible Approach to Stock Ownership Guidelines

There is a lot of talk about imposing stock ownership guidelines on directors and executive officers. For those who are considering their design and implementation, here is some practical talk about common design features, what holdings should count, retention ratios, and what the institutions think. *Levels I, II and III.*

- John Cannon, Shearman & Sterling
- Doreen Lilienfeld, Shearman & Sterling
- Ken Laverriere, Shearman & Sterling

*Double session with “Share Ownership Guidelines: Towards the Achievable, Meaningful, and Manageable.”*

### Oh No! Equity-Related Mistakes and How to Prevent and Fix Them

It’s unavoidable—mistakes happen. Our veteran panel will focus on common stock plan mistakes and explain how to fix them—and how to prevent them. Some of the mistakes that will be addressed include issuing more shares than are registered or available under the plan, short-swing transactions, stock options expiring and awards vesting in a black-out period, an unexpected negative recommendation from ISS or Glass Lewis, 409A pitfalls, and more. *Levels II and III.*

- Matthew Johnson, Sidley Austin
- John Kelsh, Sidley Austin
- Richard Robbins, Morningstar

### Avoiding and Correcting Fatal 409A Problems

Section 409A mistakes are among the most costly errors you can make with stock awards. This life-saving panel will review the relief available under the formal IRS corrections programs, which errors are correctable—and which aren’t, outside-the-box fixes not expressly covered by the official correction programs, and, most important, best practices to avoid the whole 409A mess in the first place. *Levels II and III.*

- Dan Hogans, Morgan Lewis & Bockius
- Michelle Lara, Cooley
- Alexander Lifson, Covidien
- Rebecca Peters, NVIDIA

### Equity Compensation in Mergers and Acquisitions: Step-by-Step from Term Sheet to Close

This lively session will review everything you need to know about equity compensation in mergers and acquisitions from term sheet through due diligence, transaction close, and the aftermath. You’ll learn key pitfalls to watch out for, such as the treatment of performance awards and 409A valuations, along with practical tips to ensure a smooth transition. *Levels II and III.*

- Terra Castaldi, Intel
- Wendy Davis, Cooley
- Blake Martell, Fenwick & West
- David Thomas, Wilson Sonsini Goodrich & Rosati

### Recurring Nightmare: Administering FICA Taxation of RSUs

RSU awards commonly become subject to FICA taxation before the awards are paid out (and before they become subject to federal income tax). Our tax-savvy panel will review the FICA tax nightmare and highlight ways to cope when FICA strikes early. Detailed examples will illustrate how alternatives for plan administration actually work in the real world. *Levels I, II and III.*

- Boyd Brown, Intel
- Douglas Patterson, Intel
- Andrew Shulman, Freddie Mac

*Double session with “Social Security Tax Compliance for Stock Compensation.”*



## Social Security Tax Compliance for Stock Compensation

This presentation will review Social Security taxation of stock compensation from an international perspective. Our seasoned panel will review the basic application of social security taxation and benefits, discuss global social security taxation, international social security agreements and the complications faced by employers and employees when those employees work in multiple countries during the vesting period of their awards. *Levels I and II.*

- Andrew Gewirtz, KPMG
- Ed Kennedy, KPMG

*Double session with "Recurring Nightmare: Administering FICA Taxation of RSUs."*

## The Buck Stops Here (Unless, of Course, It Stops Somewhere Else)

Go beyond the basics in mobility tracking with this advanced session! Using a case study approach, our cosmopolitan panel will examine option and RSUs transactions by globally mobile employees, digging into the employee's tax liability, requirements for withholding and remittance of tax, corporate tax accounting and deductions, and subsidiary expense allocation and true-ups. *Levels II and III.*

- Kate Forsyth, Deloitte Tax
- Jennifer Baehr, OptionEase
- James McBride, AST Equity Plan Solutions
- Marlene Zobayan, Rutlen Associates

## Accounting, Auditing & Controls

### Diluted Dilemmas: Understanding and Solving Complexities in Diluted EPS

Diluted EPS is by far the most scrutinized number in earnings releases, yet the EPS denominator remains shrouded in mystery to many. This panel will explain this complex calculation, then dive into advanced considerations, such as restricted stock awards, performance awards, options assumed in an acquisition, and repriced options. The panel will highlight common mistakes and provide tips on how to avoid them. *Levels II and III.*

- Elizabeth Dodge, Stock & Option Solutions
- Ruth Doyle, UBS Financial Services
- Takis Makridis, Equity Methods
- Winny Van Veen, Vanveeren Consulting

### Tax Accounting Troubles and Solutions

Just when you thought it was safe to close the books on your deferred tax assets, the auditors have begun calling companies to the carpet to justify their tax accounting entries and balances. This expert panel will cover the most common pitfalls in stock plan tax accounting and offer suggestions on how to solve them and get the numbers you and your auditors need—with less effort and greater accuracy. *Levels II and III.*

- Josfa Allmen, Verigy
- Elizabeth Dodge, Stock & Option Solutions
- Ellie Kehmeier, Creekview Consulting

*Double session with "Indecent Disclosures: Polishing and Perfecting Disclosures under ASC 718."*

### Indecent Disclosures: Polishing and Perfecting Disclosures under ASC 718

Are your stock plan disclosures too much, not enough, or just right? Find out with this panel, which will translate the disclosures required under ASC 718 into plain English and provide examples of right and wrong disclosures. You'll leave with

sample language that you can use as a basis for your own financial statement footnotes. *Levels I and II.*

- Bill Dunn, PricewaterhouseCoopers
- Elizabeth Dodge, Stock & Option Solutions
- Barbara Richley, E\*TRADE Corporate Services

*Double session with "Tax Accounting Troubles and Solutions."*

### Out on a Ledge: Stock Compensation, Journal Entries and the General Ledger

Debits, credits, APIC, and DTAs—this expert panel will demystify the journal entries necessary to record stock plan transactions in the general ledger for non-accounting professionals. You'll leave with an understanding of the accounting system, the five components of a journal entry, and when to use a debit vs. a credit—along with sample entries for common stock plan transactions. *Levels II and III.*

- Danyle Anderson, NASPP
- Kevin Hassan, PricewaterhouseCoopers
- Robyn Shutak, NASPP
- Danielle Kaneski, Deloitte

## Administration & Communication Practices

### So You Think You Can RSU? Prove It!

How does your fancy footwork compare to "the professionals" at managing an RSU plan? Can your tax two-step keep time with the IRS remission requirements? Can your employee RSU communications cha cha? Does your tax payment method merengue? Many issuing companies struggled with their first releases last year and learned that the moves aren't as easy as they look! Join our expert panel to learn the latest steps that will keep your RSU program waltzing and your employees jiving with joy. *Levels I and II.*

- Tami Bohm, Radian Group
- Emily Cervino, CEP Institute
- Marilyn Pasquinelli, Gilead Sciences
- Laura Reis, Stock & Option Solutions

### The Check's in the Mail: Tracking Down Transaction Proceeds

This panel will take a close look at what really happens to stock plan transaction proceeds after the trade executes, particularly for non-US employees. Our expert panel will discuss best practices for distributing proceeds, including interfacing with payroll, how to avoid delays, tax withholding complexities, currency conversion, electronic funds distribution, and dealing with local restrictions. *Levels I and II.*

- Rosalie Borzumato, CBS
- Nicholas Greenacre, White & Case
- Brian Penzel, Morgan Stanley Smith Barney
- Jewon Wee, Independent Stock Plan Advisors

### Maximizing Perceived Value of Equity Compensation

Are you really getting your money's worth from your stock plan? This session will examine how employees value stock compensation—it's no surprise that they don't use the Black-Scholes model—and what you can do to increase that perceived value and the company's ROI on its stock plans. *Levels I, II and III.*

- Suzanne Bentley, NVIDIA
- Brad Johnston, The Johnston Group
- James Sillery, Buck Consultants
- Renee Trotta, Charles Schwab & Co.

### Not-So-Stupid Equity Plan Questions: What Your Employees Are Really Asking

You've seen and heard it all from employees—but are you effectively using that feedback to improve your education programs? This session examines employee inquiries to reveal common misconceptions and gaps in participant knowledge, highlighting opportunities for more direct and targeted education. You'll learn exactly what employees are trying to tell you, ways to simplify complex topics, and methods for getting through to your employees more effectively. *Levels I and II.*

- Nancy Darte, Prometheus Laboratories
- Pam Ellis, Solium Capital
- James Humza, Bank of America Merrill Lynch
- Joel Rudin, UBS Financial Services

### How to Speak Generation Y: Adapting Stock Plan Education for Today's Technology

Did you know that 47% of Generation Y prefers to access the internet through their mobile phones rather than computers? Your tried and true, 50-page FAQ doesn't reach this new generation of employees; learn how to adapt to a hand-held world with this cutting-edge session. Our tech-savvy panel will discuss current and future trends in communication technology and illustrate how to modify existing white mail communications for mobile devices—without losing important content. *Levels I, II and III.*

- Summer Day, Nike
- Ruth McAllister, BNY Mellon Shareowner Services
- Billy Vitense, Starbucks

*Double session with "The Deja View: Game Changing Technologies for Stock Plan Administration."*

### Security Breach: Making Sure Employee Data Is Safe

Are you taking steps to protect employee data? Safeguarding sensitive stock plan data protects your company and your employees and is just plain good business. This session will explore critical security lessons and best practices to safeguard data, with a focus on antifraud procedures, authentication requirements, data suppression, and employee data management procedures. *Levels I, II and III.*

- Jon Doyle, International Law Partners
- Craig Rubino, E\*TRADE Corporate Services
- Jewon Wee, Independent Stock Plan Advisors

*Double session with "Take a Tip from the Boy Scouts: Be Prepared with a Disaster Recovery Plan."*

### Take a Tip from the Boy Scouts: Be Prepared with a Disaster Recovery Plan

Learn how to plan for all types of disasters, from wide-scale power outages to unexpected natural disasters. Our expert panel will discuss the components of a disaster recovery plan, including assessing recovery priorities, and will provide examples of actual recovery plans—along with lessons learned. You'll also receive a worksheet to help you analyze your own business needs and disaster preparedness. *Levels I, II and III.*

- Dan Ferretti, Campbell Soup
- Barbara Rabinowitz, UBS Financial Services
- David Sarabacha, Deloitte & Touche

*Double session with "Security Breach: Making Sure Employee Data Is Safe."*

### The Deja View: Game-Changing Technologies for Stock Plan Administration

In the new era of smaller is better, what's next for stock plan technology? Our tech-savvy panelists will review the advances to date—what's optional,

## Workshop Descriptions

what's required and what's still yet to come. Learn how smartphones, tablet PCs, iPads, the cloud, data warehousing, dashboard driving—and other technologies—are changing stock plan administration. *Levels I, II and III.*

- Kim Kovacs, OptionEase
- John Hammond, AST Equity Plan Solutions
- Chris Steffen, Kroll Factual Data
- Edwin Yuen, Microsoft

*Double session with "How to Speak Generation Y: Adapting Stock Plan Education for Today's Technology."*

### **Simplify Administration Using New Technology**

This session will bring you up to date with recent advances in administrative tools by featuring the top ten ways new technology can help you solve common plan administration challenges, save you time and money, and increase your overall efficiency. You'll learn how to work faster, increase productivity, and make fewer mistakes.

*Levels I and II.*

- Jennifer Baehr, OptionEase
- Keyoor Mankad, My Equity Comp
- Mike Reinschmidt, Accenture
- Jean Wong, Apple

### **Did You Get the Memo? Moving Global Alerts Out of Your Inbox and Into Your Daily Procedures**

How do you translate the mountain of information on changing international laws into practical procedures that promote ongoing global compliance? This session will highlight how three companies adapt to regulatory changes, including how to assess risk and prioritize compliance, allocate budget, balance local demands with administrative constraints, and effectively manage time. Come prepared to hear our panelists' creative solutions and share your own real-world experience. *Levels II and III.*

- Veena Bhatia, Gilead Sciences
- Tracy de Swiet, Independent Stock Plan Advisors
- Sorrell Johnson, Avago Technologies
- Jacobin Zorin, Verigy

### **Mastering ESPP and RSU Withholding Outside the United States**

This session will take on the challenging topic of withholding taxes for non-US employees participating in ESPP and RSU programs. You'll learn about the relevant taxable events, potential methods of collecting tax payments, tax reporting requirements, and how to work with your broker to implement an effective solution. *Levels I, II and III.*

- Narendra Acharya, Baker & McKenzie
- Jennifer Kirk, Baker & McKenzie
- Mathew Roberts, Fidelity Investments
- Billy Vitense, Starbucks

### **Everything Excel**

In this boot-camp session, industry experts will reveal how to work smarter, faster, and more efficiently to maximize Excel's potential. Panelists will also highlight ways to get your spreadsheets "under control" in an internal controls environment. Spreadsheet junkies—this is one workout you don't want to miss! *Levels I, II and III.*

- Rachel Murillo, E\*Trade Corporate Services
- Robyn Shutak, NASPP

## The Say-on-Pay Workshop Conference November 2, 2011

7

### *8<sup>th</sup> Annual Executive Compensation Conference*

*Included in the NASPP Conference at no additional cost.*

- 7:45 am Keynote address by SEC Chair Mary Schapiro
- 8:00 am Say-on-Pay Shareholder Engagement: The Investors Speak
- 9:45 am Say-on-Pay: The Proxy Advisors Speak
- 10:15 am How to Work with ISS & Glass Lewis: Navigating the Say-on-Pay Minefield
- 11:30 am Putting Your Best Foot Forward: How to Ensure Your Pay Practices Pass
- 2:00 pm Say-on-Pay: The Director's Perspective
- 2:45 pm Failed Say-on-Pay? Lessons Learned from the Front
- 3:45 pm Say-on-Pay: Best Ideas for Putting It All Together

## Tackling Your 2012 Compensation Disclosures November 1, 2011

### *6<sup>th</sup> Annual Proxy Disclosure Conference*

- 9:00 am Say-on-Pay Disclosures: The Proxy Advisors & Investors Speak
- 9:40 am Say-on-Pay: The Executive Summary
- 10:35 am: Drafting CD&A in a Say-on-Pay World
- 11:30 am The In-House Perspective: Changing Your Processes for Say-on-Pay
- 1:15 pm Getting the Vote In: The Proxy Solicitors Speak
- 2:00 pm Handling the New Golden Parachute Requirement
- 3:00 pm The Latest SEC Actions: Compensation Advisors, Clawbacks, Pay Disparity & Pay-for-Performance
- 3:40 pm Dealing with the Complexities of Perks
- 4:00 pm Conducting—and Disclosing—Pay Risk Assessments
- 4:30 pm Say-on-Frequency & Other Form 8-K Challenges
- 5:00 pm How to Handle the 'Non-Compensation' Proxy Disclosure Items

*Additional registration is required.*

## Practical Guide to Performance-Based Awards November 1, 2011

- 9:00 am Welcome/Introduction to Performance Plans
- 9:30 am Plan Design and Implementation
- 11:00 am Tax and Legal Considerations
- 1:15 pm Accounting Considerations
- 2:45 pm Administration and Record Keeping
- 4:00 pm Global Considerations
- 5:00 pm Review/Closing Remarks

*Additional registration is required.*

## Session I

- 1.1 Executive Compensation Conference Double Session: Say-on-Pay: The Proxy Advisors Speak and How to Work with ISS & Glass Lewis: Navigating the Say-on-Pay Minefield
- 1.2 Equity Compensation in Mergers and Acquisitions: Step-by-Step from Term Sheet to Close
- 1.3 The Check's in the Mail: Tracking Down Transaction Proceeds
- 1.4 Are You Ready to Rumble? The IRS Executive Compensation Examination Program
- 1.5 Double Session: The Leading Edge: Beyond Traditional Stock Plans and Alternatives to Shareholder Approval: Tricks, Tips and Traps

## Session II

- 2.1 Executive Compensation Conference Session: Putting Your Best Foot Forward: How to Ensure Your Pay Practices Pass
- 2.2 Diluted Dilemmas: Understanding and Solving Complexities in Diluted EPS
- 2.3 Maximizing Perceived Value of Equity Compensation
- 2.4 NASPP Question of the Week Goes Live!
- 2.5 Winning Shareholder Approval in the New Governance Environment
- 2.6 Double Session: That's Impossible! Theory vs. Reality of Plan Design and It Seemed Like a Good Idea: Inadvertent Consequences of Common Practices (also offered in Session III)

## Session III

- 3.1 Executive Compensation Conference Double Session: Say-on-Pay: The Director's Perspective and Failed Say-on-Pay? Lessons Learned from the Front
- 3.2 The Buck Stops Here (Unless, of Course, It Stops Somewhere Else)
- 3.3 Key International Updates and Action Plans
- 3.4 Taking the Difficulty Out of Setting Performance Goals
- 3.5 So You Think You Can RSU? Prove It! (also offered in Session IV)
- 3.6 Double Session: That's Impossible! Theory vs. Reality of Plan Design and It Seemed Like a

Good Idea: Inadvertent Consequences of Common Practices (also offered in Session II)

## Session IV

- 4.1 Executive Compensation Conference Session: Say-on-Pay: Best Ideas for Putting It All Together
- 4.2 Double Session: Indecent Disclosures: Polishing and Perfecting Disclosures under ASC 718 and Tax Accounting Troubles and Solutions
- 4.3 Cost Basis Reporting for Stock Compensation
- 4.4 Double Session: A Sensible Approach to Stock Ownership Guidelines and Stock Ownership Guidelines: Towards the Achievable, Meaningful, and Manageable
- 4.5 Death, Taxes and Senior Executives: Estate Planning and Retirement Programs (also offered in Session VI)
- 4.6 So You Think You Can RSU? Prove It! (also offered in Session III)

## Session V

- 5.1 Double Session: Recurring Nightmare: Administering FICA Taxation of RSUs and Social Security Tax Compliance for Stock Compensation
- 5.2 Everything Excel
- 5.3 Payback Time: Issues and Answers on Clawback Provisions (also offered in Session VI)
- 5.4 Section 16 and Rule 144 Considerations in Today's Market
- 5.5 Risk Mitigation for Stock Compensation
- 5.6 The IRS Speaks (also offered in Session VI)

## Session VI

- 6.1 Death, Taxes and Senior Executives: Estate Planning and Retirement Programs (also offered in Session IV)
- 6.2 Say-on-Pay: The New Roadmap for Equity Compensation (also offered in Session IX)
- 6.3 It's a Matter of Time(ing)
- 6.4 The IRS Speaks (also offered in Session V)
- 6.5 Payback Time: Issues and Answers on Clawback Provisions (also offered in Session V)

## Session VII

- 7.1 Avoiding and Correcting Fatal 409A Problems
- 7.2 Double Session: Security Breach: Making Sure Employee Data is Safe and Take a Tip from the Boy Scouts: Be Prepared with a Disaster Recovery Plan
- 7.3 The Consultants Speak: Hot Topics in Executive Compensation
- 7.4 Section 6039: Lessons Learned
- 7.5 Extreme Makeover: Equity Plan Edition (also offered in Session VIII)

## Session VIII

- 8.1 Out on a Ledge: Stock Compensation, Journal Entries and the General Ledger
- 8.2 Not-So-Stupid Equity Plan Questions: What Your Employees Are Really Asking
- 8.3 After the Gross-Up is Gone: Avoiding and Managing the 280G Excise Tax
- 8.4 Ten Common Performance-Based Equity Compensation Pitfalls
- 8.5 Today's Hottest Topics in Stock Compensation
- 8.6 Extreme Makeover: Equity Plan Edition (also offered in Session VII)

## Session IX

- 9.1 Oh No! Equity-Related Mistakes and How to Prevent and Fix Them
- 9.2 Double Session: How to Speak Generation Y: Adapting Stock Plan Education for Today's Technology and The Deja View: Game Changing Technologies for Stock Plan Administration
- 9.3 Did it Pass? Understanding Shareholder Voting Issues
- 9.4 Say-on-Pay: The New Roadmap for Equity Compensation (also offered in Session VI)

## Session X

- 10.1 Mastering ESPP and RSU Withholding Outside the United States
- 10.2 Simplify Administration Using New Technology
- 10.3 Did You Get the Memo? Moving Global Alerts Out of Your Inbox and Into Your Daily Procedures

## Sign me up for the following programs:

### 1. 19<sup>th</sup> Annual NASPP Conference (Nov. 1-4)

(Includes the "Say-on-Pay Workshop Conference")

- \$1695 for NASPP members
- \$2695 for non-members (become a member today and receive the member rate) —Walk-in registration, add \$100
- \$100 – NASPP Conference CPE Credit**  
This credit is for Certified Public Accountants (CPAs) only. CPE credit is not available for the 6<sup>th</sup> Annual Proxy Disclosure Conference. Visit [Naspp.com](http://Naspp.com) for more information.

### 2. Practical Guide to Performance-Based Awards (Nov. 1)

- \$795 for NASPP Conference registrants
- \$995 for non-registrants/NASPP members
- \$1495 for non-registrants/non-members

### 3. 6<sup>th</sup> Annual Proxy Disclosure Conference (Nov. 1)

- \$795 for NASPP Conference registrants
- Register at [CompensationStandards.com](http://CompensationStandards.com) or [TheCorporateCounsel.net](http://TheCorporateCounsel.net) if you aren't attending the NASPP Conference

### 4. Video Webcast: 6<sup>th</sup> Annual Proxy Disclosure Conference/Say-on-Pay Workshop Conference

– Register at [CompensationStandards.com](http://CompensationStandards.com) or [TheCorporateCounsel.net](http://TheCorporateCounsel.net)

Please copy this form and submit separately for each registrant.

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NASPP Annual Conference ..... \$ \_\_\_\_\_

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Tackling Your 2012 Compensation Disclosures:  
The 6<sup>th</sup> Annual Proxy Disclosure Conference ..... \$ \_\_\_\_\_

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