

INFORMATICA CORP
Form DEF 14A
April 10, 2008

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 Pursuant to § 240.14a-12

Informatica Corporation

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box)

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

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

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

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

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be held May 22, 2008

To the 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 22, 2008 at 2:00 p.m., Pacific Time, at Informatica's corporate headquarters, 100 Cardinal Way, Redwood City, CA 94063, for the following purposes:

1. To elect three Class II directors for a term of three years or until their respective successors have been duly elected and qualified.
2. To approve the adoption of a new Employee Stock Purchase Plan, reserving 8,850,000 shares of common stock for issuance thereunder.
3. To ratify the appointment of Ernst & Young LLP as Informatica's independent registered public accounting firm for the fiscal year ending December 31, 2008.
4. 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.

Only holders of record of Informatica's common stock at the close of business on March 31, 2008, the record date, are entitled to vote on the matters listed in this Notice of 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 using one of the following methods: (1) by using the Internet as instructed on the enclosed proxy card, (2) by telephone by calling the toll-free number as instructed on the enclosed proxy card or (3) by mail by completing, signing, dating and returning the enclosed proxy card in the postage-prepaid envelope enclosed for such purpose. For further details, please see the section entitled "Voting" on page two of the accompanying Proxy Statement. Any stockholder attending the Annual Meeting may vote in person even if he or she has voted using the Internet, telephone or proxy card.

By Order of the Board of Directors
of Informatica Corporation

Sohaib Abbasi
Chairman & Chief Executive Officer

Redwood City, California

April 10, 2008

**WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE VOTE BY
(1) USING THE INTERNET, (2) TELEPHONE OR (3) COMPLETING AND RETURNING THE
ENCLOSED PROXY CARD AS PROMPTLY AS POSSIBLE IN THE ENCLOSED ENVELOPE.**

INFORMATICA CORPORATION

**PROXY STATEMENT
FOR
2008 ANNUAL MEETING OF STOCKHOLDERS**

PROCEDURAL MATTERS

General

This Proxy Statement is being furnished to holders of common stock, par value \$0.001 per share (the "Common Stock"), of Informatica Corporation, a Delaware corporation ("Informatica" or the "Company"), 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 22, 2008 at 2:00 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, the accompanying form of proxy card and the Company's 2007 Annual Report to Stockholders are first being mailed on or about April 10, 2008 to all stockholders entitled to vote at the Annual Meeting.

Stockholders Entitled to Vote; Record Date

Only holders of record of Informatica's Common Stock at the close of business on March 31, 2008 (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 88,628,386 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 using the Internet.

A plurality of the votes duly cast is required for the election of directors. The affirmative vote of a majority of the votes duly cast is required to approve the adoption of the Company's new Employee Stock Purchase Plan. The affirmative vote of a majority of the votes duly cast is required to ratify the appointment of Ernst & Young LLP as the

independent registered public accounting firm of the Company.

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, 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 or issues requiring approval of a majority of the votes cast and, therefore, 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 Recommendation

The Board of Directors recommends that you vote your shares:

FOR the nominees for election as Class II directors;

FOR the adoption of a new Employee Stock Purchase Plan and the reservation of 8,850,000 shares of common stock for issuance thereunder; and

FOR the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2008.

Voting

Voting by telephone or the Internet. A stockholder may vote his or her shares by calling the toll-free number indicated on the enclosed proxy card and following the recorded instructions or by accessing the website indicated on the enclosed proxy card and following the instructions provided. When a stockholder votes by telephone or via the Internet, his or her vote is recorded immediately. Informatica encourages its stockholders to vote using these methods whenever possible.

Voting by proxy card. All shares entitled to vote and represented by properly executed proxy cards received prior to the Annual Meeting, and not revoked, will be voted at the Annual Meeting in accordance with the instructions indicated on those proxy cards. If no instructions are indicated on a properly executed proxy card, the shares represented by that proxy card 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 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 in the enclosed proxy card and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. The Company does not currently anticipate that any other matters will be raised at the Annual Meeting.

Voting by attending the meeting. A stockholder may also vote his or her shares in person at the Annual Meeting. A stockholder planning to attend the Annual Meeting should bring proof of identification for entrance to the Annual Meeting. If a stockholder attends the Annual Meeting, he or she may also submit his or her vote in person, 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. A stockholder may obtain directions to the Company's corporate headquarters in order to attend the Annual Meeting in the "Contact Us" section of the Company's website at <http://www.informatica.com>, or by calling 1-650-385-5000.

Changing vote; revocability of proxy. If a stockholder has voted by telephone or the Internet or by sending a proxy card, such stockholder may change his or her vote before the Annual Meeting.

A stockholder that has voted by telephone or the Internet may change his or her vote by making a timely and valid later telephone or Internet vote, as the case may be.

Any proxy card given pursuant to this solicitation may be revoked by the person giving it at any time before it is voted. A proxy card may be revoked by (1) filing with the Secretary of the Company, at or before the taking of the vote at the Annual Meeting, a written notice of revocation or a duly executed proxy card, in either case dated later than the prior proxy card relating to the same shares, or (2) attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not of itself revoke a proxy). Any written notice of revocation or

subsequent proxy card must be received by the Secretary of the Company prior to the taking of the vote at the Annual Meeting. Such written notice of revocation or subsequent proxy card should be hand delivered to the Secretary of the Company or should be sent so as to be delivered to Informatica Corporation, 100 Cardinal Way, Redwood City, CA 94063, Attention: Corporate Secretary.

Expenses of Solicitation

Informatica will bear all expenses of this solicitation, including the cost of preparing and mailing this solicitation material. The Company 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 the Company 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. The Company may engage the services of a professional proxy solicitation firm to aid in the solicitation of proxies from certain brokers, bank nominees and other institutional owners. The Company'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 the Company's proxy materials. Stockholders may present proper proposals for inclusion in the Company's proxy statement and for consideration at the next annual meeting of its stockholders by submitting their proposals in writing to the Secretary of the Company in a timely manner. In order to be included in the Company's proxy materials for the 2009 annual meeting of stockholders, stockholder proposals must be received by the Secretary of the Company no later than December 11, 2008 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, the Company'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 the Company 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 the Company's Board of Directors, see the procedures discussed in Proposal One - Election of Directors - Corporate Governance Matters.

The Company'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 the Company within the Notice Period (as defined below), which notice must contain specified information 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 the Company first mailed its proxy materials for the previous year's annual meeting of stockholders. As a result, the Notice Period for the 2009 annual stockholder meeting will start on January 25, 2009 and end on February 24, 2009.

If a stockholder who has notified the Company 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, the Company 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 the Company. All notices of proposals by stockholders, whether or not included in the Company'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 and 2007 Annual Report. Stockholders who do not receive a separate copy of the proxy materials and 2007 Annual Report may request to receive a separate copy of the proxy materials and 2007 Annual Report by calling 1-650-385-5289, by sending an email to ir@informatica.com 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 the Company's proxy materials and 2007 Annual Report can request to receive a single copy by following the same instructions.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 22, 2008.

The proxy statement and annual report to stockholders are available at www.proxyvote.com.

PROPOSAL ONE

ELECTION OF DIRECTORS

General

The Company's Board of Directors is currently comprised of nine members who are divided into three classes with overlapping three-year terms. 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 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 2011. Upon the recommendation of the Corporate Governance and Nominating Committee, the Board of Directors has nominated **A. Brooke Seawell, Mark A. Bertelsen and Godfrey R. Sullivan** for re-election as Class II directors. Messrs. Seawell and Bertelsen were elected by the stockholders at the 2005 annual meeting, and Mr. Sullivan was appointed to the Board in January 2008. The Board of Directors' Corporate Governance and Nominating Committee in consultation with Mr. Abbasi identified director candidates and evaluated such candidates including conducting interviews. After completing the evaluation process, the Corporate Governance and Nominating Committee recommended to the Board of Directors that Mr. Sullivan be appointed as a director and in January 2008, the Board of Directors appointed Mr. Sullivan as a director. Unless otherwise instructed, the proxy holders will vote the proxies received by them for the re-election of Mr. Seawell, Mr. Bertelsen and Mr. Sullivan. The Company expects that Mr. Seawell, Mr. Bertelsen 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 2011 or until such director's successor has been elected and qualified.

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

Information Regarding Nominees and Other Directors

Nominees for Class II Directors for a Term Expiring in 2011

Name	Age	Principal Occupation and Business Experience
<i>A. Brooke Seawell</i>	60	<i>Venture Partner, New Enterprise Associates.</i> Mr. Seawell has been a Director of the Company since December 1997. 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 an M.B.A. degree in finance from Stanford University. Mr. Seawell serves on the Board of Directors of NVIDIA Corporation, Glu Mobile and a number of privately-held companies.
<i>Mark A. Bertelsen</i>	63	<i>Senior Partner, Wilson Sonsini Goodrich & Rosati.</i> Mr. Bertelsen has been a Director of the Company since September 2002. Mr. Bertelsen joined Wilson Sonsini Goodrich & Rosati in 1972, was the firm's Managing Partner from 1990 to 1996 and has advised senior management of technology companies for over 30 years. He received his law degree (J.D.) from Boalt Hall School of Law, University of California, Berkeley, in 1969, and a B.A. in political science from the University of California, Santa Barbara, in 1966. Mr. Bertelsen also serves on the Board of Directors of Autodesk, Inc. Mr. Bertelsen is a Trustee of the U.C. Santa Barbara Foundation and served as its Chair from 2001 to 2003.
<i>Godfrey R. Sullivan</i>	54	<i>Former President and CEO, Hyperion Solutions, Inc.</i> Mr. Sullivan joined the Company's Board in January 2008. Mr. Sullivan joined Hyperion Solutions in 2001 as president and chief operating officer and served 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, leading the Personal Solutions Group. From 1981

to 1992, Mr. Sullivan served in various executive positions at Apple Computer, Inc. Mr. Sullivan earned his BBA from Baylor University, and has completed executive programs at Stanford and Wharton. Mr. Sullivan also serves on the Board of Directors of Citrix Systems.

Incumbent Class III Directors Whose Term Expires in 2009

Name	Age	Principal Occupation and Business Experience
<i>David W. Pidwell</i>	60	<i>Venture Partner, Alloy Ventures.</i> Mr. Pidwell has been a Director of the Company since February 1996 and Lead Independent Director since March 2005. Mr. Pidwell has been a Venture Partner with Alloy Ventures, an early-stage 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.
<i>Sohaib Abbasi</i>	51	<i>Chairman and Chief Executive Officer of the Company.</i> Mr. Abbasi has served as the Chief Executive Officer and President of the Company since July 2004, and Chairman of the Board since March 2005. Mr. Abbasi has been a Director of the Company since February 2004. 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 at Oracle Corporation. 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.
<i>Geoffrey W. Squire, OBE</i>	60	<i>Chairman, The Innovation Group plc and Kognitio Ltd.</i> Mr. Squire has been a Director of the Company since October 2005. Mr. Squire is presently the Chairman of Kognitio, a provider of business intelligence services, and of 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 CEO 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.

Incumbent Class I Directors Whose Term Expires in 2010

Name	Age	Principal Occupation and Business Experience
<i>Janice D. Chaffin</i>	53	<i>Group President, Consumer Business Unit, Symantec Corp.</i> Ms. Chaffin has been a Director of the Company since December 2001. From April 2007 to the present, Ms. Chaffin has served as Group President of the Consumer Business Unit at Symantec Corporation, an internet security and storage company. From May 2003 to March 2007, Ms. Chaffin has served as Chief Marketing Officer at Symantec Corporation. From July 1981 to May 2003, Ms. Chaffin was employed at Hewlett-Packard Company, a technology solutions company, where her last position was Vice President. Ms. Chaffin holds a B.A. from the University of California, San Diego, and an M.B.A. from the University of California, Los Angeles.
<i>Carl J. Yankowski</i>	59	<i>Chief Executive Officer, Ambient Devices, Inc.</i> Mr. Yankowski has been a Director of the Company since July 2003. From August 2007 to the present, Mr. Yankowski has served as the Chief Executive Officer of Ambient Devices, Inc. From November 2001 to the present, Mr. Yankowski has served as a principal at Westerham Group, a management and consulting company. From March 2002 to June 2006, Mr. Yankowski served as Executive Chairman of CRF, Inc., a leading electronic patient diaries company. From August 2004 to July 2005, Mr. Yankowski served as Chairman and Chief Executive Officer of Majesco Entertainment, a provider of diversified applications and content for digital entertainment platforms. From November 1999 to November 2001, he served as Chief Executive Officer of Palm, Inc., a handheld devices and solutions company. Prior to that, he was Chief Executive Officer of Reebok Brand at Reebok International, a sports footwear and apparel company, and President and COO of Sony Electronics. Mr. Yankowski holds two B.S. degrees in electrical engineering and management from Massachusetts Institute of Technology. Mr. Yankowski also served on the Board of Directors of Novell from June 2001 to February 2003, and currently serves on the Board of Directors of UniPixel and several privately-held companies.
<i>Charles J. Robel</i>	58	<i>Retired Partner, PricewaterhouseCoopers.</i> Mr. Robel has been a Director of the Company since November 2005. From June 2000 to December 2005, Mr. Robel was a general partner and Chief of Operations for Hummer Winblad Venture Partners. 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 where he advised on strategy, valuation and structuring for mergers and acquisitions. 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. Mr. Robel serves on the Board of Directors of Autodesk, Inc., DemandTec, Inc. and McAfee, Inc. He serves as the Chairman of the Board of McAfee and Chairman of the Audit Committee of DemandTec, as well as serving as a member of the Audit Committee at both McAfee and Autodesk. He also serves on the Board of one privately held company.

Board Meetings and Committees

During 2007, the Board of Directors held five meetings (including regularly scheduled and special meetings), and no directors 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, Yankowski and Robel, 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, Yankowski and Robel is an audit committee financial expert as defined under the rules of the Securities Exchange Commission (the SEC). Mr. Seawell is the Chairman of the Audit Committee. The Audit Committee met nine times in 2007. The Audit Committee (1) provides oversight of the Company's accounting and financial reporting processes and the audit of the Company's financial statements, (2) assists the Board of Directors in oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independent registered public accounting firm's qualifications, independence and performance, and the Company'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 section of the Company's website at <http://www.informatica.com>.

Compensation Committee. The Compensation Committee currently consists of Ms. Chaffin and Messrs. Pidwell and Sullivan, 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. During 2007, Mr. Yankowski was a Committee member but in January 2008, Mr. Sullivan succeeded Mr. Yankowski as a Committee member when Mr. Sullivan became a director. The Compensation Committee met nine times in 2007. In addition to holding regular meetings, the Compensation Committee took action by written consent at various times during the course of 2007. The Compensation Committee reviews and approves the compensation and benefits for the Company's executive officers, administers the Company'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 section of the Company's website at <http://www.informatica.com>.

Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee currently consists of Messrs. Robel, Pidwell and Seawell, each of whom is independent as defined in the listing standards of The NASDAQ Stock Market. Mr. Robel is currently the chairman of the Corporate Governance and Nominating Committee. During 2007, Mr. Bertelsen was the chairman but in January 2008, Mr. Robel succeeded Mr. Bertelsen as chairman of the Committee. In February 2008, the Committee recommended that Mr. Sullivan succeed Mr. Seawell on the Committee, subject to the approval of the full Board. The Corporate Governance and Nominating Committee acted by unanimous written consent in March 2007 and met in October 2007 and February 2008. This committee is responsible for making recommendations to the Board on matters concerning corporate governance, evaluating and recommending candidates for election to the Board of Directors, reviewing and making recommendations regarding the composition and mandate of Board committees, developing overall governance guidelines, and overseeing the performance and compensation of the Board of Directors. It is the policy of the Corporate Governance and Nominating Committee to consider recommendations of candidates for the Board of Directors submitted by the stockholders of the Company; 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 section of the Company's website at <http://www.informatica.com>.

Strategy Committee. The Strategy Committee was established in January 2006 and currently consists of Ms. Chaffin and Messrs. Robel and Squire, 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. This committee is responsible for

assisting the Company's Board of Directors and management to oversee the Company's strategic plans. It is the committee's practice to meet quarterly in tandem with the Board's regularly scheduled quarterly meetings.

Lead Independent Director. Mr. Pidwell was appointed Lead Independent Director in March 2005, whereby he serves as a liaison between management and the other non-employee directors. As Lead Independent Director, Mr. Pidwell will, among other things, schedule and chair meetings of the independent directors, communicate with the Chairman and Chief Executive Officer and raise issues with management on behalf of the independent directors when appropriate. In addition, the independent directors may hold a closed session at regularly scheduled Board meetings.

Director Compensation

Cash Compensation. In 2007, non-employee members of the Board of Directors received (1) an annual retainer of \$35,000, paid quarterly at the rate of \$8,750 per quarter; (2) \$15,000 paid quarterly at the rate of \$3,750 per quarter for the Lead Independent Director (for 2007, Mr. Pidwell); (3) \$15,000 per year for each member of the Audit Committee (or \$20,000 if such member is the chairperson); (4) \$10,000 per year for each member of the Compensation Committee (or \$15,000 if such member is the chairperson); (5) \$5,000 per year for each member of the Corporate Governance and Nominating Committee (\$10,000 if such member is the chairperson) and (6) \$5,000 per year for each member of the Strategy Committee (\$10,000 if such member is the chairperson).

Non-Employee Director Option Grants. Non-employee directors are eligible to receive options to purchase the Company's Common Stock pursuant to the Company's 1999 Non-Employee Director Stock Incentive Plan (the "1999 Director Plan"), which provides for annual automatic grants of non-statutory stock options to continuing non-employee directors. Under the 1999 Director Plan, each non-employee director is automatically granted a non-statutory stock option grant of 60,000 shares of the Company's Common Stock upon his or her initial election to the Board of Directors ("Initial Grant"). Immediately following each annual stockholders' meeting, each non-employee director who continues to serve as a non-employee director following such annual meeting is automatically granted a non-statutory stock option to purchase 25,000 shares of the Company's Common Stock ("Subsequent Grant"), as long as the director had been a non-employee director for at least six months prior to such annual meeting of stockholders. All options automatically granted to non-employee directors have an exercise price equal to 100% of the fair market value on the date of grant. One third of the shares subject to the Initial Grant vests and becomes exercisable one year after the grant date and the remaining shares subject to the Initial Grant vest in equal monthly installments over the following 24-month period, such that the option is fully exercisable three years after its date of grant. Each Subsequent Grant vests and becomes 100% exercisable one year after the date such option is granted. In 2007, each of Ms. Chaffin and Messrs. Bertelsen, Pidwell, Seawell, Yankowski, Robel and Squire received Subsequent Grants. In 2007, the options in the 1999 Director Plan were exhausted and thus the options for the directors are now granted from the Company's 1999 Stock Incentive Plan under the same terms and conditions as those in the 1999 Director Plan.

The following director compensation table includes the compensation elements that were earned by the Company's directors for the 2007 Fiscal Year.

DIRECTOR COMPENSATION FISCAL YEAR 2007 (1)

Name	Change in Pension Value and Non-Qualified						Total
	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Options Awards (\$)(9)	Non-Equity Incentive Plan Compensation (\$)	Deferred Compensation Earnings (\$)	All Other Compensation (\$)	
Mark Bertelsen	45,000(2)		131,086				176,086
Janice Chaffin	50,000(3)		131,086				181,086
David Pidwell	70,000(4)		131,086				201,086
Charles Robel	55,000(5)		219,297				274,297
Brooke Seawell	60,000(6)		131,086				191,086
Geoff Squire	45,000(7)		215,334				260,334
Carl Yankowski	60,000(8)		131,086				191,086

- (1) Mr. Sohaib Abbasi is a director on the Company's Board of Directors but he does not receive any compensation for such service beyond his compensation as an officer of the Company. Mr. Abbasi's compensation as an officer is listed in the Summary Compensation Table. Mr. Sullivan joined the Board of Directors in January 2008 and as such did not receive any compensation in the 2007 Fiscal Year.
- (2) Mr. Bertelsen was the chair of the Corporate Governance and Nominating Committee during 2007.
- (3) Ms. Chaffin is a member of the Compensation Committee and the Strategy Committee.
- (4) Mr. Pidwell is the chair of the Compensation Committee and a member of the Corporate Governance and Nominating Committee. Mr. Pidwell is also the Lead Independent Director.
- (5) Mr. Robel is a member of the Audit Committee and the Strategy Committee. In 2008, Mr. Robel is the chair of the Corporate Governance and Nominating Committee.
- (6) Mr. Seawell is the chair of the Audit Committee and in 2007 was a member of the Corporate Governance and Nominating Committee.
- (7) Mr. Squire is the chair of the Strategy Committee.
- (8) Mr. Yankowski is a member of the Audit Committee and in 2007 was a member of the Compensation Committee.

- (9) These amounts reflect the 2007 SFAS No. 123(R) Share-Based Payment (FAS 123(R)) compensation cost incurred by the Company for all stock options granted prior to and including 2007 to the particular director and do not correspond to the actual value that could or will be recognized by the particular individual. Please refer to Note 2 in the Company's report on Form 10-K for the year ended December 31, 2007 for the Company's assumptions related to the FAS 123(R) share-based payment cost calculations. The calculations reflected in this table do not include any forfeiture rate estimates. The grant date fair value of each of the grants to the directors in 2007 (each received an option for 25,000 shares on May 17, 2007) was \$120,818. As of December 31, 2007, the aggregate number of shares under options held by each director were: (1) Mark Bertelsen 120,000 shares; (2) Janice Chaffin 100,000 shares; (3) David Pidwell 120,000 shares; (4) Chuck Robel 110,000 shares; (5) Brooke Seawell -180,000 shares; (6) Geoff Squire 110,000 shares; and (7) Carl Yankowski 100,000 shares.

Corporate Governance Matters

Code of Business Conduct. The Company has adopted a Code of Business Conduct that applies to all of the Company's directors, officers (including the Company's principal executive officer and senior financial and accounting officers), and employees. You can find the Code of Business Conduct in the Investor Relations section of the Company's website at <http://www.informatica.com>. The Company posts 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 the website. In addition, in late 2007 the Company introduced company-wide ethics training and achieved completion of initial training by February 2008.

Independence of the Board of Directors. The Board of Directors has determined that, with the exception of Sohaib Abbasi, who is the Chief Executive Officer and President of Informatica, all of its members are independent directors as defined in the listing standards of The NASDAQ Stock Market. In making this determination, the Board considered that Mark A. Bertelsen is a member of the law firm of Wilson Sonsini Goodrich & Rosati, Professional Corporation (WSGR). During fiscal 2007, WSGR provided legal services to the Company of approximately \$0.8 million which represented less than one percent of WSGR's revenues. The Company believes 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.

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 the Company does not have a formal policy regarding attendance by members of the Board of Directors at the Company's annual meeting of stockholders, the Company encourages, but does not require, directors to attend. Three directors attended the Company's 2007 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 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 the Company within the last three years, and evidence of the nominating person's ownership of the Company's Common Stock.

The Committee's general criteria and process for evaluating and identifying the candidates that it recommends to the full Board of Directors for selection as director nominees, are as follows:

The 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 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, expertise, business experience, length of service, independence and other commitments, and (3) such other factors as the Committee may consider appropriate.

While the Committee has not established specific minimum qualifications for director candidates, the Committee believes that candidates and nominees must reflect a Board 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) possesses 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 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 Committee will review the qualifications of any such candidate. This review may, in the Committee's

discretion, include interviewing references for the candidate, direct interviews with the candidate, or other actions that the Committee deems necessary or proper.

The 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 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 Committee recommends to the full Board of Directors the director nominees for selection.

PROPOSAL TWO

APPROVAL OF ADOPTION OF COMPANY EMPLOYEE STOCK PURCHASE PLAN

The Company has adopted a new Employee Stock Purchase Plan (the Plan) effective May 22, 2008, subject to the approval by the stockholders. The following paragraphs provide a summary of the principal features of the Plan and its operation. The 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 Board of Directors recommends a vote FOR this proposal.

Purpose

The purpose of the Plan is to provide eligible employees of the Company and its participating subsidiaries with the opportunity to purchase shares of Common Stock of the Company through payroll deductions. The Plan is intended to qualify as an employee stock purchase plan under Section 423 of the Internal Revenue Code of 1986, as amended. The Company previously adopted an Employee Stock Purchase Plan and eligible Company employees have participated in that plan since April 1999. However, that plan is scheduled to expire in March 2009. Accordingly, the Company is asking stockholders to approve the Plan so that the Company can continue to have an Employee Stock Purchase Plan to help the Company attract, retain and motivate employees through stock ownership.

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