

Q2 Holdings, Inc.
Form 8-K
December 12, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): December 6, 2018

Q2 HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-36350	20-2706637
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

13785 Research Blvd, Suite 150
Austin, Texas 78750
(512) 275-0072
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive
Offices)
Not Applicable

(Former name or former address, if changed since last report)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e)

On December 6, 2018, the Compensation Committee (the "Committee") of the Board of Directors of Q2 Holdings, Inc. (the "Company") approved base salaries and target bonus payments for the Company's named executive officers to be effective for the fiscal year ending December 31, 2019. The 2019 base salaries and target bonus payments as a percentage of the base salary for each of the Company's named executive officers established by the Committee are set forth in the following table:

Named Executive Officer	2019	
	Base Salary(1)	Target Bonus as % of Base Salary(2)
Matthew P. Flake Chief Executive Officer	\$520,000	100%
Jennifer N. Harris Chief Financial Officer	368,400	75%
Adam D. Blue Executive Vice President and Chief Technology Officer	300,000	52%
William M. Furrer Chief Strategy Officer	290,000	50%
Christine A. Petersen Chief Revenue Officer	325,000	100%

(1) Base salary amounts reflect no change from 2018 base salary for Ms. Petersen and Messrs. Flake, Blue and Furrer.

(2) Target bonus payment percentages reflect no change from 2018 target bonus for Ms. Petersen and Messrs. Flake and Blue.

On December 6, 2018, the Committee also approved the 2019 Bonus Plan (the "2019 Bonus Plan") to be effective for the fiscal year ending December 31, 2019 for certain of the Company's executive officers, including Ms. Harris and Messrs. Flake, Blue and Furrer. The 2019 Bonus Plan provides for the payment of cash bonuses based upon achievement of established performance measures and payout formulas determined by the Committee. To the extent earned, bonuses under the 2019 Bonus Plan for Ms. Harris and Messrs. Flake, Blue and Furrer will be paid in a single annual payout following completion of the 2019 fiscal year.

The 2019 Bonus Plan provides for the bonus amounts to be determined based on the following metrics:

	Weighting of Performance Measure as % of Potential Bonus Payment	
	Bookings	Adjusted EBITDA as a Percentage of Revenue
Mr. Flake	50%	50%
Ms. Harris	50%	50%
Mr. Blue	50%	50%
Mr. Furrer	50%	50%

The bookings performance measure consists of monthly recurring bookings revenue based on committed or contracted levels in our customer agreements, with an exclusion for one-time services. The adjusted EBITDA as a percentage of revenue performance measure ("EBITDA performance measure") consists of the ratio determined by dividing the Company's adjusted EBITDA by the Company's revenue calculated in accordance with generally accepted accounting

principles. To determine adjusted EBITDA, the Company adjusts net loss for such things as interest, taxes, depreciation and amortization, stock-based compensation, acquisition-related costs, amortization of technology and intangibles, and unoccupied lease charges. The 2019 Bonus Plan provides that the bookings and EBITDA performance measures are to be measured against bookings and adjusted EBITDA performance measure targets based on the 2019 annual budget approved by the Company's board of directors.

Potential payouts under the 2019 Bonus Plan with respect to the bookings and EBITDA performance measures are to be based on performance within a range of each performance measure's target. No incentive payment may be earned for performance below the target minimum and the maximum bonus may be earned for performance at or above the target maximum. The range and target for each performance measure are set forth in the following table:

Achievement Level	Percentage of Bookings Performance Measure Attained	Percentage of EBITDA Performance Measure Attained	Corresponding Weighted Potential Payout Percentage Per Performance Measure
Minimum	75%	90%	50%
At target	100%	100%	100%
Maximum	120%	120%	150%

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Q2 HOLDINGS, INC.

/s/ Jennifer N. Harris

December 12, 2018 Jennifer N. Harris
Chief Financial Officer