SALESFORCE COM INC
Form DEF 14A
April 25, 2019
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

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

salesforce.com, inc.

(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 the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the 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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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:

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April 25, 2019

Dear Fellow Stockholders:

You are cordially invited to attend the 2019 Annual Meeting of Stockholders of salesforce.com, inc. on Thursday, June 6, 2019 at **2:00 p.m. local time at 350 Mission Street, San Francisco, California 94105.**

At this year s meeting, we will vote on the election of directors, an amendment and restatement of Salesforce s Amended and Restated Certificate of Incorporation to eliminate supermajority voting requirements, an amendment and restatement of our 2013 Equity Incentive Plan to, among other things, increase the number of shares authorized for issuance thereunder and the ratification of the selection of Ernst & Young LLP as Salesforce s independent registered public accounting firm. We will also conduct a non-binding advisory vote to approve the compensation of Salesforce s named executive officers. If properly presented at the meeting, we will also consider a stockholder proposal as described in the Notice of 2019 Annual Meeting of Stockholders and Proxy Statement. Finally, we will transact such other business as may properly come before the meeting, and stockholders will have an opportunity to ask questions.

Your vote is important. Whether or not you plan to attend the Annual Meeting, please vote as soon as possible. You may vote over the Internet, by telephone or by mailing a completed proxy card or voting instruction form (if you request printed copies of the proxy materials to be mailed to you). Your vote by proxy will ensure your representation at the Annual Meeting regardless of whether you attend the meeting. Details regarding admission to the Annual Meeting and the business to be conducted are described in the accompanying Notice of 2019 Annual Meeting of Stockholders and Proxy Statement.

Thank you for your ongoing support of Salesforce. We look forward to seeing you at the Annual Meeting.

Aloha,

Marc Benioff

Chairman of the Board of Directors

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salesforce.com, inc.

415 Mission Street

Third Floor

San Francisco, California 94105

NOTICE OF 2019

ANNUAL MEETING OF STOCKHOLDERS

To be held Thursday, June 6, 2019

TO THE STOCKHOLDERS OF SALESFORCE.COM, INC.:

NOTICE IS HEREBY GIVEN that the 2019 Annual Meeting of Stockholders (the Annual Meeting) of salesforce.com, inc., a Delaware corporation (Salesforce), will be held on **Thursday, June 6, 2019 at 2:00 p.m. local time at 350 Mission Street, San Francisco, California 94105** for the following purposes:

1. To elect Marc Benioff, Keith Block, Parker Harris, Craig Conway, Alan Hassenfeld, Neelie Kroes, Colin Powell, Sanford Robertson, John V. Roos, Bernard Tyson, Robin Washington, Maynard Webb and Susan Wojcicki to serve as directors until the next Annual Meeting of Stockholders and until their successors are duly elected and qualified, subject to earlier resignation or removal;

2. To amend and restate our Certificate of Incorporation to eliminate supermajority voting provisions relating to amendments to the Certificate of Incorporation and Bylaws (Proposal 2(a)) and removal of directors (Proposal 2(b));

3. To amend and restate our 2013 Equity Incentive Plan to, among other things, increase the number of shares authorized for issuance by 35.5 million shares;

4. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2020;

5. To approve, on an advisory basis, the fiscal 2019 compensation of our named executive officers; and

6. To consider, if properly presented at the meeting, a stockholder proposal regarding a true diversity board policy.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. We also will transact any other business that may properly come before the Annual Meeting, but are not aware of any such additional matters.

Stockholders at the close of business April 10, 2019 and their proxies are entitled to attend and vote at the Annual Meeting and any and all adjournments, continuations or postponements thereof.

All stockholders are invited to attend the Annual Meeting in person. Any stockholder attending the Annual Meeting may vote even if such stockholder returned a proxy. You will need to bring your Notice of Internet Availability of Proxy Materials, or other proof of ownership of Salesforce common stock as of the record date, as well as government-issued photo identification, to enter the Annual Meeting.

U.S. Securities and Exchange Commission rules allow companies to furnish proxy materials to their stockholders over the Internet. This expedites stockholders receipt of proxy materials, lowers the annual meeting costs and conserves natural resources. Thus, we are mailing stockholders a Notice of Internet Availability of Proxy Materials, rather than a paper copy of the Proxy Statement and our 2019 Annual Report. The Notice of Internet Availability of Proxy Materials contains instructions on how to access our proxy materials online, vote and (if desired) obtain a paper copy of our proxy materials.

This Notice, the Notice of Internet Availability of Proxy Materials, the Proxy Statement and the 2019 Annual Report are first being made available to stockholders on April 25, 2019.

By Order of the Board of Directors,

Amy E. Weaver

President, Legal and Corporate Affairs, General Counsel and Secretary

San Francisco, California

April 25, 2019

ALL STOCKHOLDERS ARE INVITED TO ATTEND THE ANNUAL MEETING. WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, PLEASE VOTE AS PROMPTLY AS POSSIBLE IN ORDER TO ENSURE YOUR REPRESENTATION AT THE ANNUAL MEETING. YOU MAY VOTE ONLINE OR BY TELEPHONE OR, IF YOU REQUESTED PRINTED COPIES OF THE PROXY MATERIALS, BY USING THE PROXY CARD OR VOTING INSTRUCTION FORM PROVIDED WITH THE PRINTED PROXY MATERIALS. YOU MAY SUBSEQUENTLY CHANGE OR REVOKE YOUR VOTE AT THE ANNUAL MEETING IF YOU ATTEND THE MEETING.

PROXY STATEMENT FOR 2019 ANNUAL MEETING OF STOCKHOLDERS

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ABOUT THE ANNUAL MEETING

Who is soliciting my vote?

The Board of Directors of salesforce.com, inc. (the Board) is soliciting your vote at Salesforce s 2019 Annual Meeting of Stockholders (the Annual Meeting). Unless otherwise indicated, references in this Proxy Statement to Salesforce, we, us, our and the Company refer to salesforce.com, inc.

When and where will the Annual Meeting take place?

The Annual Meeting will take place on Thursday, June 6, 2019 at 2:00 p.m. local time at 350 Mission Street, San Francisco, California 94105.

Where can I access the proxy materials?

Pursuant to the rules of the Securities and Exchange Commission, or SEC, we have provided access to our proxy materials primarily over the Internet. Accordingly, a Notice of Internet Availability of Proxy Materials (the Internet Notice) has been mailed (or, if requested, emailed) to our stockholders owning our stock as of the record date, April 10, 2019. Our proxy materials were mailed to those stockholders who have asked to receive paper copies. Instructions on how to access the proxy materials over the Internet, how to receive our proxy materials via email, or how to request a printed copy by mail may be found in the Internet Notice.

By accessing the proxy materials on the Internet or choosing to receive your future proxy materials by email, you will save the Company the cost of printing and mailing documents to you and will reduce the impact of the Annual Meeting on the environment. If you choose to receive future proxy materials by email, and you are a Salesforce stockholder as of the record date for next year s annual meeting, you will receive an email next year with instructions containing a link to those materials. If you choose to receive future proxy materials by mail, you will receive a paper copy of those materials, including a form of proxy or voting instruction form. Your election to receive proxy materials by mail or email will remain in effect until you notify us that you are terminating such election.

How many votes do I have?

All of our stockholders have one vote for every share of Salesforce common stock owned as of our record date of April 10, 2019.

What will I be voting on?

You will be voting on:

1. The election of Marc Benioff, Keith Block, Parker Harris, Craig Conway, Alan Hassenfeld, Neelie Kroes, Colin Powell, Sanford Robertson, John V. Roos, Bernard Tyson, Robin Washington, Maynard Webb and Susan Wojcicki to serve as directors until the next Annual Meeting of Stockholders and until their successors are duly elected and qualified, subject to earlier resignation or removal;

2. Proposals to amend and restate our Certificate of Incorporation to eliminate supermajority voting provisions relating to amendments to the Certificate of Incorporation and Bylaws (Proposal 2(a)) and removal of directors (Proposal 2(b));

3. The amendment and restatement of our 2013 Equity Incentive Plan to, among other things, increase the number of shares authorized for issuance by 35.5 million shares;
4. The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2020;

5. An advisory vote to approve the fiscal 2019 compensation of our named executive officers; and

6. A stockholder proposal regarding a true diversity board policy, if properly presented at the meeting.

We will also transact any other business that may properly come before the annual meeting, which could require a vote, although we are not aware of any such business as of the date of this Proxy Statement. An agenda and rules of procedure will be distributed at the Annual Meeting.

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ABOUT THE ANNUAL MEETING (CONTINUED)

What are the Board s voting recommendations?

The Board recommends that you vote your shares as noted below.

FOR each of the director nominees.

FOR each of the proposals to amend and restate our Certificate of Incorporation.

FOR the amendment and restatement of our 2013 Equity Incentive Plan to, among other things, increase the number of shares authorized for issuance by 35.5 million shares.
FOR ratification of the appointment of Ernst & Young LLP.

FOR the advisory vote to approve the compensation of our named executive officers.

AGAINST the stockholder proposal regarding a true diversity board policy.

How do I vote in advance of the Annual Meeting?

If you are a stockholder of record you may cast your vote in any of the following ways.

Internet

Visit www.proxyvote.com and follow the instructions on your proxy card or Internet Notice.

Phone

Call 1-800-690-6903 and follow the instructions provided in the recorded message (if you received paper copies of the proxy materials).

Mail

Return your completed and signed proxy card in the enclosed postage-prepaid envelope.

If you are a stockholder who holds shares through a brokerage firm, bank, trust or other similar organization (that is, in street name), please refer to the instructions from the broker or organization holding your shares.

What do I need to bring to attend and vote at the Annual Meeting?

Stockholders as of the record date, April 10, 2019, must bring the Internet Notice or other proof of ownership, as well as a government-issued photo identification, for entrance to the Annual Meeting. Those stockholders whose shares are held in street name and who want to vote in person at the Annual Meeting must obtain a legal proxy provided by their broker, bank or other organization and bring that legal proxy to the Annual Meeting. Each stockholder may appoint only one proxy holder or representative to attend the meeting on his or her behalf.

DIRECTORS AND CORPORATE GOVERNANCE

Board and Corporate Governance Highlights

Salesforce has a Board of highly experienced directors who have led, advised and established many of the premier companies in Silicon Valley and other leading global organizations. Our Board has taken a thoughtful approach to board composition to ensure that our directors have backgrounds that collectively add significant value to the strategic decisions made by the Company and that enable them to provide oversight of management to ensure accountability to our stockholders. Our directors have extensive backgrounds as entrepreneurs, technologists,

operational and financial experts, investors, advisors and government leaders. In addition, we have worked hard to strike the right balance between long-term understanding of our business and fresh external perspectives, adding four new directors in the past five years, as well as to ensure diversity of backgrounds and perspectives within the boardroom. We discuss the qualitative elements of our Board in the Board Members section below, and a summary of key quantitative metrics for our current Board members is as follows:

In addition to a strong, independent Board, we are committed to a corporate governance structure that promotes long-term stockholder value creation by providing the right leadership structure and composition of the Board and providing our stockholders with both the opportunity to provide direct feedback and key substantive rights to ensure accountability. Key highlights of our Board and corporate governance profile are set forth below:

Corporate Governance Best Practices

BoardComposed of 77% Independent Directors

No Supermajority Voting Provisions (If Stockholders Approve Proposals 2(a) and (2)(b))

Commitment to Board Refreshment (Four New Directors in Past Five Years)

Fully Independent Committees

Lead Independent Director with Expansive Duties

Comprehensive Risk Oversight by Full Board and Committees

Annual Election of Directors

Stockholder Engagement with Holders of a Majority of Our Outstanding Shares in Fiscal 2019

Majority Voting for Directors

Stock Ownership Policy for Directors and Executive Officers

Proxy Access Right on Market Terms

Diverse Board in Terms of Gender, Race, Experience, Skills and Tenure

Rigorous Director Selection and Evaluation Process

Limit on Outside Directorships

Regular Executive Sessions of Independent Directors

Stockholder Ability to Request Special Meetings at 15% Threshold

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DIRECTORS AND CORPORATE GOVERNANCE (CONTINUED)

Board Members

Summary of Director Experience and Qualifications

The matrix below summarizes what our Board believes are desirable types of experience, qualifications, attributes and skills possessed by one or more of Salesforce s directors, because of their particular relevance to the Company s business and structure. While all of these were considered by the Board in connection with this year s director nomination process, the following matrix does not encompass all experience, qualifications, attributes or skills of our directors.

cant cal ess ence vare ry.	Experience with cloud computing technology infrastructure.	Experience as CEO or senior executive at a public company or other large organization.	Experience as a director of another public company.	Leadership experience in sales and distribution.	Leadership experience in marketing and brand building.	Expertise in financial statements and accounting.	Leadership experience in healthcare, an industry vertical important to Salesforce.	Experience founding or growing new businesses directly or through venture capital work.	Diversity, including diversity of gender or race.	Le ex gov or

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DIRECTORS AND CORPORATE GOVERNANCE (CONTINUED)

Biographies of Our Board Members

Set forth below are the names and certain information about our director nominees, all of whom are currently members of our Board and were elected by stockholders at the 2018 Annual Meeting (other than Parker Harris, who was appointed to the Board in August 2018). There are no family relationships among any of our directors or executive officers. Our directors serve until the next Annual Meeting of Stockholders and until their successors are elected and qualified, subject to earlier resignation or removal. Please see Proposal 1 in this Proxy Statement for more information about the election of our directors.

Marc Benioff

Chairman of the Board and
Co-Chief Executive Officer

Age: 54

Director Since: 1999

Marc Benioff is Chairman, Co-CEO and Co-Founder of Salesforce and a pioneer of cloud computing. Under Mr. Benioff s leadership, Salesforce is the fastest-growing top-five enterprise software company and the #1 provider of CRM software globally. Mr. Benioff was named Innovator of the Decade by Forbes and recognized as one of the World s 50 Greatest Leaders by Fortune and one of the 10 Best-Performing CEOs by Harvard Business Review. A member of the World Economic Forum Board of Trustees, Mr. Benioff serves as the inaugural chair of WEF s Forum Center for the Fourth Industrial Revolution in San Francisco. Mr. Benioff also serves as chair of Salesforce.org. Mr. Benioff served as a director of Cisco Systems, Inc. from 2012 to 2014. Mr. Benioff received a B.S. in Business Administration from the University of Southern California, where he is on its Board of Trustees.

Qualifications

Mr. Benioff s vision and status as one of our founders, as well as his tenure as our Co-CEO and Chairman of the Board, bring unique and invaluable experience to the Board. Further, his experience in sales, marketing and product development in the technology industry supports our conclusion that Mr. Benioff has the necessary and desired skills, experience and perspective to serve on our Board.

Keith Block

Co-Chief Executive Officer

Age: 58

Director Since: 2013

Keith Block is Co-CEO of Salesforce and has served as a Director since June 2013. Prior to his appointment as Co-CEO in August 2018, he served as Vice Chairman, President since joining Salesforce in June 2013, and additionally served as our Chief Operating Officer from February 2016 to August 2018. Mr. Block was employed at Oracle Corporation from 1986 to June 2012, where he held a number of positions, including Executive Vice President, North America. Mr. Block currently serves on the World Economic Forum s Information Technology Community as a Governor, the Board of Trustees for Carnegie-Mellon University, the President s Advisory Council at Carnegie-Mellon University Heinz Graduate School and the Board of Trustees at the Concord Museum. Mr. Block received both a B.S. in Information Systems and an M.S. in Management & Policy Analysis from Carnegie-Mellon University.

Qualifications

Mr. Block s extensive background in the technology sector and in global sales and business management, including his prior experience as an executive officer of another public technology company, supports our conclusion that Mr. Block has the necessary and desired skills, experience and perspective to serve on our Board.

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DIRECTORS AND CORPORATE GOVERNANCE (CONTINUED)

Parker Harris

Age: 52

Director Since: 2018

Parker Harris has served as a Director since August 2018 and as our Co-Founder and Chief Technology Officer since September 2016. Mr. Harris co-founded Salesforce in February 1999 and has served in senior technical positions since inception. Prior to that, from December 2004 to February 2013, Mr. Harris served as our Executive Vice President, Technology. Prior to Salesforce, Mr. Harris was a Vice President at Left Coast Software, a Java consulting firm he co-founded, from October 1996 to February 1999. Mr. Harris received a B.A. from Middlebury College.

Qualifications

Mr. Harris s status as one of our founders, as well as his tenure as our Chief Technology Officer, bring unique and invaluable experience to the Board. Further, his deep experience in the technology industry and intimate knowledge of Salesforce support our conclusion that Mr. Harris has the necessary and desired skills, experience and perspective to serve on our Board.

Craig Conway

Age: 64

Director Since: 2005

Committees: Compensation

Mergers & Acquisitions

Real Estate (Chair)

Craig Conway has served as a Director since October 2005. Mr. Conway served as President and Chief Executive Officer of PeopleSoft, Inc., an enterprise application software company, from 1999 to 2004. Mr. Conway also served as President and Chief Executive Officer of One Touch Systems from 1996 to 1999 and TGV Software from 1993 to 1996. Prior to that, Mr. Conway held executive management positions at a variety of leading technology companies, including Executive Vice President at Oracle Corporation. Mr. Conway currently serves as a director of Nutanix, Inc. During the past five years, Mr. Conway also served as a director of Guidewire Software, Inc. Mr. Conway received a B.S. in Computer Science and Mathematics from the State University of New York at Brockport.

Qualifications

Mr. Conway s extensive and broad background in business management, including his experience as president and chief executive officer of three technology companies, as well as his service on the boards of other publicly held companies, supports our conclusion that Mr. Conway has the necessary and desired skills, experience and perspective to serve on our Board.

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DIRECTORS AND CORPORATE GOVERNANCE (CONTINUED)

Alan Hassenfeld

Age: 70

Director Since: 2003

Committees: Audit & Finance

Nominating & Corporate

Governance

Alan Hassenfeld has served as a Director since December 2003. Mr. Hassenfeld has been a Director of Hasbro, Inc., a provider of children s and family entertainment products, since 1978. He served as its Chairman from 1989 to 2008, and also served as its Chairman and Chief Executive Officer from 1989 to 2003. Mr. Hassenfeld is a trustee of the Hasbro Charitable Trust and Hasbro Children s Foundation. During the past five years, Mr. Hassenfeld also served as a director of Global Cornerstone Holdings Limited. He also serves as a director of Salesforce.org, a non-profit public benefit corporation. Mr. Hassenfeld received a B.A. from the University of Pennsylvania.

Qualifications

Mr. Hassenfeld has an extensive and broad background in business management, including his experience as a chief executive officer of a publicly traded company. This deep business knowledge, combined with the leadership roles he plays within many philanthropic organizations, supports our conclusion that Mr. Hassenfeld has the necessary and desired skills, experience and perspective to serve on our Board.

Neelie Kroes

Age: 77

Director Since: 2016

Committees: Compensation

Privacy (Chair)

Real Estate

Neelie Kroes has served as a Director since May 2016. Ms. Kroes is the former Vice President of the European Commission, European Commissioner for Competition and European Commission for Digital Agenda. Ms. Kroes served as Commissioner for Competition from 2004 to 2010 and as Vice President and Commissioner for Digital Economy and Society from 2010 to 2014. Prior to joining the European Commission, Ms. Kroes served in the Dutch House of Representatives and as State Secretary and Cabinet Minister. She is currently a member of the Global Policy Advisory Board of Uber Technologies, Inc. She is also a member of the Advisory Board of Bank of America Merrill Lynch and a member of the Finance Committee of Rijksmuseum Fonds (Amsterdam). Ms. Kroes previously served on the boards of Lucent Netherlands, AB Volvo and McDonald s Netherlands and was chairperson of Nyenrode University. Ms. Kroes received her M.S. in Economics from Erasmus University.

Qualifications

Ms. Kroes brings valuable international and leadership expertise to our Board and possesses an extensive background in cross-border technology, competition and data security. This extensive experience, combined with her leadership positions in governmental organizations, supports our conclusion that Ms. Kroes has the necessary and desired skills, experience and perspective to serve on our Board.

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DIRECTORS AND CORPORATE GOVERNANCE (CONTINUED)

General Colin Powell

Age: 82

Director Since: 2014

Committees: Nominating &

Corporate Governance

General Colin Powell has served as a Director since March 2014. General Powell is a retired four-star general and served for 35 years in the United States Army. He has served as U.S. National Security Advisor, Commander of the U.S. Army Forces Command, Chairman of the Joint Chiefs of Staff and was the 65th Secretary of State of the United States. General Powell currently serves as a director of Bloom Energy Corporation. General Powell also is a member of the Board of Directors of the Council on Foreign Relations, the Chair of the Board of Visitors of the Colin Powell School for Civic and Global Leadership at the City College of New York and the Founder and Chairman Emeritus of the America s Promise Alliance. In addition, General Powell has served as a strategic limited partner at Kleiner Perkins Caufield & Byers, a venture capital firm, since 2005. General Powell received a B.S. from the City College of New York and an M.B.A. from The George Washington University.

Qualifications

General Powell has an extensive background in management and leadership, including at the highest levels of the U.S. government. This extensive experience, in addition to his leadership positions in various philanthropic organizations, supports our conclusion that General Powell has the necessary and desired skills, experience and perspective to serve on our Board.

Sanford Robertson

Lead Independent Director

Age: 87

Director Since: 2003

Committees: Audit & Finance

Mergers & Acquisitions

Nominating &

Corporate Governance

(Chair)

Real Estate

Sanford Robertson has served as a Director since October 2003. Mr. Robertson has been an active technology investor and advisor to several technology companies. He is a principal of Francisco Partners, a technology buyout fund. Prior to founding Francisco Partners in 1999, Mr. Robertson was the founder and chairman of Robertson, Stephens & Company, a technology investment bank. Mr. Robertson was also the founder of Robertson, Colman, Siebel & Weisel, later renamed Montgomery Securities, another prominent technology investment bank. Mr. Robertson currently serves as a director of Cassava Sciences, Inc. and, in the past five years, served as a director of Dolby Laboratories, Inc. and RPX Corporation. Mr. Robertson received a B.B.A., an M.B.A. and an HLLD from the University of Michigan.

Qualifications

Mr. Robertson brings valuable financial expertise to our Board of Directors. His extensive experience in investment banking, private equity and capital markets transactions, as well as his service on the boards of other publicly held companies, supports our conclusion that Mr. Robertson has the necessary and desired skills, experience and perspective to serve on our Board.

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DIRECTORS AND CORPORATE GOVERNANCE (CONTINUED)

John V. Roos

Age: 64

Director Since: 2013

Committees: Compensation

Privacy (Chair)

John V. Roos has served as a Director since September 2013. He served as the U.S. Ambassador to Japan from 2009 to 2013. Ambassador Roos currently serves as Founder and General Partner of Geodesic Capital, a mid-late stage venture capital firm. Since April 2014, Ambassador Roos has also served as Senior Advisor to Centerview Partners, an international investment banking advisory firm, and since October 2013, he has served on the global advisory board of Mitsubishi UFJ Financial Group, a Japanese banking and financial network. Since January 2016, Ambassador Roos has served as Chairman of the Toyota Research Institute Advisory Board. From 1985 to 2009, Ambassador Roos practiced corporate and securities law at Wilson Sonsini Goodrich & Rosati, P.C., where he most recently served as Chief Executive Officer. Ambassador Roos also serves as a director of Sony Corporation and the Maureen and Mike Mansfield Foundation. Ambassador Roos received an A.B. in Political Science and a J.D. from Stanford University.

Qualifications

Ambassador Roos brings valuable international and strategic expertise to our Board of Directors, and possesses an extensive and broad background in management, leadership and law. This extensive experience supports our conclusion that Ambassador Roos has the necessary and desired skills, experience and perspective to serve on our Board.

Bernard Tyson

Age: 60

Director Since: 2017

Committees: Nominating &

Bernard Tyson has served as a Director since October 2017. Mr. Tyson serves as Chairman (since 2014) and Chief Executive Officer (since 2013) of Kaiser Foundation Health Plan, Inc. and Hospitals, also known as Kaiser Permanente, a leading integrated health care provider and not-for-profit health plan. In his 34 years with Kaiser Permanente, Mr. Tyson has served in roles ranging from hospital administrator to division president to President and Chief Operating Officer. Mr. Tyson also serves as Vice Chair of America s Health Insurance Plans, Deputy Chairman of the International Federation of Health Plans and Steward of the World Economic Forum s Global Challenge on the Future of Health. He also serves as a director of the American Heart Association and is Chair of the Bay Area Council. Mr. Tyson received a B.S. in Health Service Management and an M.B.A. in Health Service Administration from Golden Gate University.

Qualifications

Mr. Tyson brings an extensive background in management, operations and deep industry experience in the field of healthcare through his role as a Chief Executive Officer of a very large healthcare organization. Additionally, his commitment to public service and his leadership on several not-for-profit boards support our conclusion that Mr. Tyson has the necessary and desired skills, experience and perspective to serve on our Board.

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DIRECTORS AND CORPORATE GOVERNANCE (CONTINUED)

Robin Washington

Age: 56

Director Since: 2013

Committees: Audit & Finance (Chair)

Robin Washington has served as a Director since September 2013. Ms. Washington has served as Executive Vice President and Chief Financial Officer of Gilead Sciences, Inc., a biopharmaceutical company, since February 2014. She joined Gilead as Senior Vice President and Chief Financial Officer in 2008. From 2006 to 2007, Ms. Washington served as Chief Financial Officer of Hyperion Solutions, an enterprise software company. Prior to Hyperion, Ms. Washington served in a number of executive positions with PeopleSoft, Inc., a provider of enterprise application software. Ms. Washington currently serves as a director of Honeywell International, Inc. Ms. Washington is a certified public accountant and received a B.A. in Business Administration from the University of Michigan and an M.B.A. from Pepperdine University.

Qualifications

Ms. Washington brings extensive experience in management, operations and accounting in the technology sector to our Board of Directors. Her financial expertise in tax, financial reporting, accounting and controls, corporate finance, mergers and acquisitions and capital markets, along with her service on the boards of other public companies, supports our conclusion that Ms. Washington has the necessary and desired skills, experience and perspective to serve on our Board.

Maynard Webb

Age: 63

Director Since: 2006

Committees: Audit & Finance

Compensation

Merger & Acquisitions

(Chair)

Maynard Webb has served as a Director since September 2006. Mr. Webb is the founder of Webb Investment Network, an early stage venture capital firm he started in 2010. From 2006 to 2011, Mr. Webb served as Chief Executive Officer of LiveOps, Inc., a provider of on-demand call center solutions. From 2002 to 2006, Mr. Webb served as Chief Operating Officer of eBay Inc., an online global marketplace. From 1999 to 2002, Mr. Webb served as President of eBay Technologies. Prior to that, Mr. Webb served as Senior Vice President and Chief Information Officer at Gateway, Inc., a computer manufacturer, and Vice President and Chief Information Officer at Bay Networks, Inc., a manufacturer of computer networking products. Mr. Webb currently serves as a director of Visa Inc. During the past five years, Mr. Webb also served as a director of Yahoo! Inc., where he previously served as Chairman of the board. Mr. Webb received a B.A.A. from Florida Atlantic University.

Qualifications

Mr. Webb brings extensive experience in management, engineering and technical operations to our Board of Directors. Additionally, his tenure in management positions at various technology companies, along with his service on the boards of other public companies, supports our conclusion that Mr. Webb has the necessary and desired skills, experience and perspective to serve on our Board.

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DIRECTORS AND CORPORATE GOVERNANCE (CONTINUED)

Susan Wojcicki

Age: 50

Director Since: 2014

Committees: Mergers & Acquisitions

Privacy

Susan Wojcicki has served as a Director since December 2014. Ms. Wojcicki has served as Chief Executive Officer of YouTube, a digital video platform and subsidiary of Alphabet Inc. (previously Google Inc.), since February 2014. She joined Google as its marketing manager in 1999, and after serving in various positions in marketing, from April 2011 to January 2014, Ms. Wojcicki served as Google s Senior Vice President of Advertising & Commerce. Prior to joining Google, she worked at Intel and served as a management consultant at both Bain & Company and R.B. Webber & Company. Ms. Wojcicki received an A.B. in History and Literature from Harvard University, an M.S. in Economics from the University of California, Santa Cruz and an M.B.A. from the University of California, Los Angeles.

Qualifications

Ms. Wojcicki brings extensive experience in management, operations and marketing in the technology sector to our Board of Directors. Additionally, her expertise in technology, brand building and product development supports our conclusion that Ms. Wojcicki has the necessary and desired skills, experience and perspective to serve on our Board.

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DIRECTORS AND CORPORATE GOVERNANCE (CONTINUED)

Board Independence

The Board believes that it should consist of a substantial majority of independent directors. The Board has determined that, except for Mr. Benioff, Mr. Block and Mr. Harris, each of our current directors has no material relationship with Salesforce and is independent within the meaning of the standards established by the New York Stock Exchange, or NYSE, as currently in effect. In making that determination, the Board considered all relevant facts and circumstances, including the director s commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, and applied the following standards under NYSE rules, which provide that a director will not be considered independent if he or she:

- is currently an employee of Salesforce or has an immediate family member who is an executive officer of Salesforce;

- has been an employee of Salesforce within the past three years or has an immediate family member who has been an executive officer of Salesforce within the past three years;

- has, or has an immediate family member who has, received within the past three years more than $120,000 during any twelve-month period in direct compensation from Salesforce, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), and other than a family member s compensation for service as a non-executive employee;

- is a current partner or employee of a firm that is Salesforce s internal or external auditor; has an immediate family member who is a current partner of such a firm; has an immediate family member who is a current employee of such firm and personally works on Salesforce s audit; or was, or has an immediate family member who was within the last three years, a partner or employee of such a firm and personally worked on Salesforce s audit within that time;

- has, or has an immediate family member who has, been employed as an executive officer of another company where any of Salesforce s present executives have served on the other company s compensation committee during the past three years; or

- is currently employed as an executive officer or employee, or has an immediate family member who is currently employed as an executive officer, of another company that makes payments to, or receives payments from, Salesforce for property or services in an amount which, in any single fiscal year, exceeds the greater of (a) $1 million or (b) 2% of such other company s consolidated gross revenues.

Board Leadership Structure

Currently, the Company s Co-CEO, Marc Benioff, also serves as Chairman of the Board. The Board believes that its current leadership structure, coupled with a strong emphasis on Board independence, provides effective independent oversight of management while allowing both the Board and management to benefit from Mr. Benioff s leadership and years of experience in the Company s business and the technology industry. Serving as Chairman of the Board, Chief Executive Officer from 2001 to 2018, and Co-CEO since 2018, Mr. Benioff has been the director most capable of effectively identifying strategic priorities, coordinating the board agenda to focus on discussions critical to the success of the Company and executing the Company s strategy and business plans. Mr. Benioff possesses detailed and in-depth knowledge of the issues, opportunities and challenges facing the Company and its business. We believe this extensive Company-specific experience and expertise of Mr. Benioff, together with the outside experience, oversight and expertise of our independent directors, allows for differing perspectives and roles regarding strategy development that benefit our stockholders. Further, the Board believes that Mr. Benioff s

combined role enables decisive leadership, ensures clear accountability and enhances the Company s ability to communicate its message and strategy clearly and consistently to its stockholders, employees and customers. Given our strong business, operational and financial performance, the Board believes that stockholders are best served by continuing this leadership structure.

Importantly, the Board also has a strong and empowered Lead Independent Director who provides an effective independent voice in our leadership structure. The Lead Independent Director presides over the meetings of the independent directors, serves as a liaison between the independent directors and the Chairman of the Board and Co-CEO, and has the authority generally held by a lead independent director and as the independent directors may determine from time to time. Sanford Robertson has served as the Lead Independent Director since June 2007 and his current two-year term will expire in June 2019. The Board continues to review the leadership of the Board on a regular basis.

Board Meetings and Director Communications

During the fiscal year ended January 31, 2019, or fiscal 2019, the Board held nine meetings. During fiscal 2019, all directors attended at least 75% of the aggregate of the total number of meetings of the Board and the total number of meetings held by any of the committees of the Board on which such director served during the period the director was on the Board or committee.

Directors are also expected to attend our annual meeting of stockholders absent an unavoidable and irreconcilable conflict. In fiscal 2019, all directors attended the annual meeting of stockholders.

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DIRECTORS AND CORPORATE GOVERNANCE (CONTINUED)

The non-management members of the Board also meet in executive sessions without management present. At these sessions, the Lead Independent Director acts as Presiding Director. In the absence of the Lead Independent Director at any such executive session, the chair of the Audit and Finance Committee serves as Presiding Director.

Stockholders and other interested parties may communicate with the Lead Independent Director, or with any and all other members

of the Board, by mail addressed to the intended recipient in care of our Corporate Secretary at salesforce.com, inc., 415 Mission Street, Third Floor, San Francisco, California 94105 (our principal executive offices) or by email to *corporatesecretary@salesforce.com*. The Corporate Secretary will periodically forward such communications or a summary thereof to the Board or the applicable director or directors.

Corporate Governance and Board Committees

The Company and the Board regularly review and evaluate the Company s corporate governance practices. The Board has adopted corporate governance principles that address the composition of, and policies applicable to, the Board, as well as a Code of Conduct applicable to all directors, officers and employees of the Company, including our Co-Chief Executive Officers and Chief Financial Officer.

The Company s corporate governance principles, set forth as Corporate Governance Guidelines, and its Code of Conduct are available in the Corporate Governance section of the Company s website at *www.salesforce.com/company/investor/governance/* or in print by contacting Investor Relations at our principal executive offices. Any substantive amendments to or waivers of

the Code of Conduct relating to the executive officers or directors of the Company will be disclosed promptly on our website. The Company s philosophy related to executive compensation is described in the Compensation Discussion and Analysis section of this Proxy Statement.

The Board has also adopted a written charter for the Audit and Finance Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Each committee charter is available in the Corporate Governance section of the Company s website at *www.salesforce.com/company/investor/governance/* or in print by contacting Investor Relations at our principal executive offices.

Committees of the Board of Directors

Director	Independent	Audit	Compensation	Nominating
Marc Benioff (Chairman & Co-CEO)				
Keith Block (Co-CEO)				
Parker Harris				
Craig Conway				
Alan Hassenfeld				
Neelie Kroes				
Colin Powell				
Sanford Robertson (Lead Independent Director)				Chair
John V. Roos			Chair	
Bernard Tyson				
Robin Washington		Chair		
Maynard Webb				
Susan Wojcicki				
Total Meetings in Fiscal 2019		8	17	6

Audit and Finance Committee. The Audit and Finance Committee (the Audit Committee) oversees our corporate accounting and financial reporting process. Among other matters, the Audit Committee: evaluates independent registered public accountants qualifications, independence and performance; determines the engagement of the independent registered public accounting firm (independent auditors); approves the retention of the independent auditors to perform any proposed permissible non-audit services; considers the rotation of partners of the

independent auditors on the Salesforce engagement team; reviews our consolidated financial statements; reviews our critical accounting policies and estimates; oversees our internal audit function; reviews with management and the Company s independent auditors and internal auditors the adequacy of internal financial controls; oversees the Company s financial and treasury policies, strategies and capital structure; annually reviews its charter and its performance; reviews and approves the scope of the annual audit and the audit fee; oversees management s

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DIRECTORS AND CORPORATE GOVERNANCE (CONTINUED)

assessment and mitigation of enterprise risks, including cybersecurity risk; and discusses with management and the independent auditors the results of the annual audit and the review of our quarterly financial statements. The Audit Committee held eight meetings in fiscal 2019. The report of the Audit Committee is included in this Proxy Statement.

The current members of the Audit Committee are Ms. Washington, who is the committee chair, and Messrs. Hassenfeld, Robertson and Webb. The Board has determined that all members of our Audit Committee are independent and financially literate under applicable rules and regulations of the NYSE and the SEC. The Board has further determined that Ms. Washington qualifies as an audit committee financial expert as defined by the SEC.

Compensation Committee. The Compensation Committee reviews and approves the compensation and benefits of our executive officers, including: reviewing and approving corporate goals and objectives relevant to compensation of the Co-CEOs and other executive officers; evaluating the performance of these officers in light of those goals and objectives; and setting compensation of these officers taking into account such evaluations. The Compensation Committee may delegate its authority to one or more subcommittees or to one member of the Compensation Committee. The Compensation Committee also oversees our equity and incentive-based plans and administers the issuance of stock options, restricted stock units and other awards under these plans. Although the Compensation Committee does not currently do so, it may delegate its authority to members of management to determine awards under the Company s equity-based compensation plans for non-executive officer employees of the Company. The Compensation Committee has delegated authority to management to determine cash awards under our cash incentive plans for non-executive officers. The Compensation Committee also reviews and evaluates its performance, including compliance with its charter, and prepares any report required under SEC rules. The Compensation Committee held 17 meetings in fiscal 2019. A report of the Compensation Committee is included in this Proxy Statement.

The Compensation Committee has the authority to engage independent advisors, such as compensation consultants, to assist it in carrying out its responsibilities. The Compensation Committee periodically engages an outside consultant to advise on compensation-related matters.

The current members of the Compensation Committee are Messrs. Roos, who is the committee chair, Conway and Webb and Ms. Kroes. The Board has determined that all members of the Compensation Committee are independent under the applicable rules and regulations of the NYSE and the SEC.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee (the Governance Committee) is responsible for: identifying individuals qualified to become members of the Board; recommending to the

Board director nominees for each election of directors; developing and recommending to the Board criteria for selecting qualified director candidates; considering committee member qualifications, appointment and removal; overseeing corporate matters generally, including the development and recommendation of corporate governance principles applicable to the Company; and providing oversight in the evaluation of the Board and each committee. The Governance Committee also periodically reviews the Company s policies and practices concerning environmental, social and governance, or ESG, initiatives and political contributions and lobbying activities. The Governance Committee held six meetings in fiscal 2019.

The current members of the Governance Committee are Messrs. Robertson, who is the committee chair, Hassenfeld and Tyson, and General Powell. The Board has determined that all members of the Governance Committee are independent under applicable NYSE rules.

The Governance Committee uses a variety of methods for identifying and evaluating director nominees. The Governance Committee regularly assesses the appropriate size, composition and needs of the Board and its respective committees and the qualifications of candidates in light of these needs. Candidates may come to the attention of the Governance Committee through directors or management. If the Governance Committee believes that the Board requires additional candidates for nomination, the Governance Committee may engage, as appropriate, a third-party search firm to assist in identifying qualified candidates. The evaluation of these candidates may be based solely upon information provided to the Governance Committee or may also include discussions with persons familiar with the candidate, an interview of the candidate or other actions the Governance Committee deems appropriate, including the use of third parties to review candidates.

The Governance Committee will evaluate and recommend candidates for membership on the Board consistent with criteria established by the committee. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of our stockholders. They must have an inquisitive and objective perspective and mature judgment. They must also have experience in positions with a high degree of responsibility and be leaders in the companies or institutions with which they are affiliated. The Governance Committee also focuses on diversity, such as diversity of gender, race and national origin, education, professional experience and differences in viewpoints and skills. The Governance Committee does not have a formal policy with respect to diversity; however, the Board and the Governance Committee believe that it is essential that the Board members represent diverse viewpoints. The Governance Committee assesses its effectiveness in this regard as part of the Board evaluation process. Director candidates also must have sufficient time available in the judgment of the Governance Committee to perform all Board and committee responsibilities. Members of the Board are expected to prepare for, attend and participate in all Board and applicable committee meetings.

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DIRECTORS AND CORPORATE GOVERNANCE (CONTINUED)

Other than the foregoing, there are no stated minimum criteria for director nominees, although the Governance Committee may also consider such other factors as it may deem, from time to time, are in the best interests of the Company and its stockholders. The Governance Committee will also seek appropriate input from the Co-CEOs from time to time in assessing the needs of the Board for relevant background, experience, diversity and skills of its members.

Stockholders may recommend director candidates for general consideration by the Governance Committee by submitting the individual s name, qualifications and the other information set forth in our Bylaws applicable to director nominees by stockholders to the Secretary of the Company. The Governance Committee will evaluate any candidates recommended by stockholders against the same criteria and pursuant to the same policies and procedures applicable to the evaluation of candidates proposed by directors or management.

Other Committees. Pursuant to the Company s Bylaws, the Board may designate other standing or ad hoc committees to serve at the pleasure of the Board from time to time. For example, the Board has delegated certain authority to a Real Estate Committee (comprised of Craig Conway (chair), Neelie Kroes and Sanford Robertson), a Mergers and Acquisitions Committee (comprised of Maynard Webb (chair), Craig Conway, Sanford Robertson and Susan Wojcicki), and a Privacy Committee (comprised of Neelie Kroes (chair), John V. Roos and Susan Wojcicki). The Real Estate Committee met six times in fiscal 2019,

the Mergers and Acquisitions Committee met nine times in fiscal 2019 and the Privacy Committee met three times in fiscal 2019.

Board s Role in Risk Oversight. The Board as a whole has responsibility for risk oversight. This oversight is conducted primarily through committees of the Board, as disclosed in the descriptions of each of the committees above and in the charters of each of the committees. The Audit Committee primarily oversees enterprise risks, including those associated with our financial statements, financial reporting, internal controls, accounting policies and cybersecurity. The Compensation Committee considers the risks associated with our compensation policies and practices, with respect to both executive compensation and employee compensation generally. The Privacy Committee considers the risks associated with data privacy and privacy regulations and provides ethical use oversight. All committees receive regular reports from officers responsible for oversight of particular risks within the Company. The Board periodically receives reports by each committee chair regarding the committee s considerations and actions.

Proxy Access. The Company s Bylaws provide procedures that allow a stockholder or a group of up to 20 stockholders that has continuously owned for at least three years 3% or more of the Company s common stock to nominate and include in the Company s proxy materials for an annual meeting of stockholders up to the greater of two directors or 20% of the total number of directors serving on the Board, provided the stockholder(s) and the nominee(s) satisfy the requirements specified in the Bylaws.

Compensation of Directors

Under our compensation arrangement for non-employee directors, each non-employee director receives a fee of $12,500 per fiscal quarter. In addition, the chair of the Audit Committee receives an additional $10,000 per quarter, and the chair of each other Board committee receives an additional $5,000 per quarter. The Lead Independent Director also receives an additional $30,000 per year.

During fiscal 2019, each non-employee director received a quarterly grant of fully vested shares of our common stock for service during the respective preceding quarter with a dollar value intended to approximate $125,000 based on the average recent trading price over a period of time before the grant date. All equity awards were made pursuant to our 2013 Equity Incentive Plan.

We reimburse our non-employee directors for travel, lodging and other reasonable expenses incurred in connection with attending Board and committee meetings and other Company events.

The Board periodically evaluates the compensation of our non-employee directors, including the recommendations of the Governance Committee. The Board also considers input from the Compensation Committee s compensation consultant, who reviews director pay levels at peer companies and provides feedback on where the Company is positioned relative to its peers.

The following table sets forth information concerning the compensation earned during fiscal 2019 by our Board members. The table excludes Messrs. Benioff, Block and Harris, who are Named Executive Officers of the Company and did not receive separate compensation as directors for fiscal 2019.

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DIRECTORS AND CORPORATE GOVERNANCE (CONTINUED)

DIRECTOR COMPENSATION FOR FISCAL 2019

Name	Fees Earned or Paid in Cash	Stock Awards (1) (2)	Total
Craig Conway	$ 70,000	$ 496,293	$ 566,293
Alan Hassenfeld	$ 50,000	$ 496,293	$ 546,293
Neelie Kroes	$ 60,000	$ 496,293	$ 556,293
Colin Powell	$ 50,000	$ 496,293	$ 546,293
Sanford Robertson	$100,000	$ 496,293	$ 596,293
John V. Roos	$ 85,000	$ 496,293	$ 581,293
Bernard Tyson	$ 50,000	$ 496,293	$ 546,293
Robin Washington	$ 90,000	$ 496,293	$ 586,293
Maynard Webb	$ 70,000	$ 496,293	$ 566,293
Susan Wojcicki	$ 50,000	$ 496,293	$ 546,293

(1) Stock awards consist solely of grants of fully vested shares of Salesforce common stock. The amounts reported are the aggregate grant date fair value, which is calculated by multiplying the number of shares subject to the stock grant by the closing price of our common stock on the date of grant. No non-employee directors held unvested stock awards as of the end of fiscal 2019.

(2) During fiscal 2019, all non-employee directors received stock awards of fully vested shares of Salesforce common stock on February 22, 2018, May 22, 2018, August 22, 2018 and November 22, 2018, with grant date fair values of $132,210, $129,580, $130,935 and $103,568, respectively.

Director Stock Ownership Requirement

The Board s stock ownership policy provides that each non-employee director is required to attain, by the fifth anniversary of such director s initial election to the Board, a minimum share ownership position of the lesser of (i) 7,500 shares of common stock or (ii) such number of shares of common stock having an aggregate value of $400,000. As of April 1, 2019, all non-employee directors were in compliance with this stock ownership policy.

SUSTAINABILITY, EQUALITY, AND PHILANTHROPY AT SALESFORCE

We believe the business of business is improving the state of the world for all of our stakeholders, including our stockholders, customers, employees, community, environment and society. We are committed to creating a sustainable, low-carbon future,

advancing equality, and fostering employee success. We try to integrate social good into everything we do. All of these goals align with our long-term growth strategy and financial and operational priorities.

Protecting Our Planet

We are working to play a meaningful role in creating a sustainable, low-carbon future by integrating sustainability into our business operations. This includes managing our own environmental footprint as we continue to grow. In fiscal 2018, we achieved net-zero greenhouse gas emissions and began delivering a carbon-neutral cloud for all customers, and in fiscal 2019 we remained a net-zero greenhouse gas emissions company, continued delivering a carbon-neutral cloud for all customers and procured electricity from renewable energy resources equivalent to 55 percent of what we used globally. We are working toward a goal of 100 percent renewable energy for our global operations, and our data center site selection, green office initiatives, and energy sourcing practices are designed to help manage our future

carbon emissions. For example, we have signed four virtual power purchase agreements (VPPAs). This includes two agreements that were signed in fiscal 2019: our largest VPPA to date with a new wind energy project in Illinois, which is expected to be operational in fiscal year 2020, and our first-ever renewable energy aggregation deal with a new solar energy project in North Carolina which is expected to be operational in fiscal 2021. Also, the three buildings at our corporate headquarters in San Francisco sourced 100 percent renewable energy in fiscal 2019. We are committed to leveraging our people, technology and resources to help environmental causes around the world.

Fostering Employee Success

Equality is a core value of Salesforce. We have spearheaded human capital management initiatives to drive equality in four key areas: equal rights, equal pay, equal education and equal opportunity. This includes our ongoing public commitment to eliminate gender-based wage disparities in our workforce. In fiscal 2017, we initiated our Equal Pay Assessment and subsequently adjusted our pay practices to eliminate statistically significant gender-associated differences in pay, committing approximately $10.3 million to this end to date. As part of our ongoing work in this regard, we review the salaries and bonuses of our global workforce on an annual basis to promote equality in pay and close any unexplained gaps. We also review differences in pay for not only gender, but also race and ethnicity in the United States.

The Company has developed robust policies to evaluate pay levels throughout the organization. At Salesforce, we assess and target pay equity across our entire organization on an ongoing basis. As part of our overall commitment to advancing pay equity for all of our employees, we have pledged to evaluate our workforce on an ongoing basis to ensure that employees performing similar work at the same level are paid consistently. In addition, the Co-CEO pay ratios have been reviewed with our Compensation Committee and are among the factors it considers when making executive compensation decisions.

Giving Back

From our very inception, Salesforce has been committed to giving back. We pioneered and have inspired other companies to adopt our 1-1-1 integrated philanthropy model, which leverages 1 percent of a company s equity, employee time and product to help improve communities around the world. Together with the Salesforce Foundation, a 501(c)(3) nonprofit organization, and Salesforce.org, a nonprofit social enterprise, we have given approximately $260 million to charitable organizations, logged more than 3.8 million employee volunteer hours around the world

and provided more than 40,000 nonprofit and higher education organizations with the use of our service offerings for free or at a discount. In February 2018, we were ranked first on *Fortune s* Best Workplaces for Giving Back. We believe that a company can do well, while also doing good in the world.

You can read more about these initiatives at:

https://www.salesforce.com/company/sustainability/.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOC

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information regarding beneficial ownership of our common stock as of March 1, 2019 by: (i) all those known by us to be beneficial owners of more than five percent of the outstanding shares of our common stock; (ii) each of our directors and director nominees; (iii) each Named Executive Officer; and (iv) all current directors and executive officers as a group. This table is based on information provided to us or filed with the SEC by our directors and director nominees, executive officers and principal stockholders. Unless otherwise indicated in the footnotes below, and subject to community property laws where applicable, each of the named persons has

sole voting and investment power with respect to the shares shown as beneficially owned.

Except as set forth below, the address of each stockholder listed in the following table is salesforce.com, inc., 415 Mission Street, 3rd Floor, San Francisco, California 94105. Applicable percentage ownership for our directors and executive officers in the following table is based on 770,767,752 shares of Salesforce common stock outstanding as of March 1, 2019, plus, as applicable, each holder s options or other equity awards vesting or exercisable within 60 days thereof.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Class
Five Percent Stockholders		
FMR LLC (1) 245 Summer Street, Boston, Massachusetts 02210	89,110,507	11.6%
The Vanguard Group (2) 100 Vanguard Boulevard, Malvern, PA 19355	56,624,919	7.3%
BlackRock, Inc. (3) 55 East 52nd Street, New York, New York 10022	51,270,156	6.7%
Directors and Named Executive Officers		
Marc Benioff (4)	35,984,699	4.7%
Keith Block (5)	627,261	*
Craig Conway	9,887	*
Parker Harris (6)	2,773,866	*
Alan Hassenfeld (7)	126,977	*
Mark Hawkins (8)	80,888	*
Neelie Kroes	9,801	*
Colin Powell	56,938	*
Sanford R. Robertson	147,427	*

John V. Roos	11,932	*
Srinivas Tallapragada (9)	298,039	*
Bret Taylor (10)	1,437,593	*
Bernard Tyson	6,122	*
Robin Washington	37,827	*
Maynard Webb	39,408	*
Susan Wojcicki	98,047	*
Current Directors and Executive Officers as a Group (20 Persons) (11)	**42,448,105**	**5.5%**

* Less than 1%.

(1) Based upon a Schedule 13G/A filed with the SEC on February 13, 2019 by FMR LLC, on behalf of itself, Crosby Advisors LLC, FIAM LLC, Fidelity Institutional Asset Management Trust Company BK, Fidelity Management & Research (Hong Kong) Limited IA, Fidelity Management & Research Company IA, FMR Co., Inc. and Strategic Advisers LLA IA.
(2) Based upon a Schedule 13G/A filed with the SEC on February 13, 2019 by The Vanguard Group on behalf of itself, Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd.
(3) Based upon a Schedule 13G/A filed with the SEC on February 11, 2019 by BlackRock, Inc., on behalf of itself, BlackRock Life Limited, BlackRock International Limited, BlackRock Advisors, LLC, BlackRock (Netherlands) B.V., BlackRock Institutional Trust Company, N.A., BlackRock Asset Management Ireland Limited, BlackRock Financial Management, Inc., BlackRock Japan Co. Ltd., BlackRock Asset Management Schweiz AG, BlackRock Investment Management, LLC, Future Advisor Inc., BlackRock Investment Management (UK) Ltd., BlackRock Asset Management Canada Limited, BlackRock (Luxembourg) S.A., BlackRock Investment Management (Australia) Limited, BlackRock Advisors (UK) Limited, BlackRock Fund Advisors, BlackRock Asset Management North Asia Limited, BlackRock (Singapore) Limited and BlackRock Fund Managers Ltd.
(4) Includes 4,403,899 shares issuable upon the exercise of options vested and exercisable as of March 1, 2019 or, assuming continued service to the Company, vesting within 60 days of March 1, 2019. All other shares are held in the Marc R. Benioff Revocable Trust.
(5) Includes 603,172 shares issuable upon the exercise of options vested and exercisable as of March 1, 2019 or, assuming continued service to the Company, vesting within 60 days of March 1, 2019 and upon settlement of RSUs vesting within 60 days of March 1, 2019.
(6) Includes 778,829 shares issuable upon the exercise of options vested and exercisable as of March 1, 2019 or, assuming continued service to the Company, vesting within 60 days of March 1, 2019 and upon settlement of RSUs vesting within 60 days of March 1, 2019. Also includes 1,969,491 shares held in trusts.
(7) Includes 1,350 shares held by a family member.
(8) Includes 58,848 shares issuable upon the exercise of options vested and exercisable as of March 1, 2019 or, assuming continued service to the Company, vesting within 60 days of March 1, 2019 and upon settlement of RSUs vesting within 60 days of March 1, 2019.
(9) Includes 273,746 shares issuable upon the exercise of options vested and exercisable as of March 1, 2019 or, assuming continued service to the Company, vesting within 60 days of March 1, 2019 and upon settlement of RSUs vesting within 60 days of March 1, 2019.
(10) Includes 53,008 shares issuable upon the exercise of options vested and exercisable as of March 1, 2019 or, assuming continued service to the Company, vesting within 60 days of March 1, 2019 and upon settlement of RSUs vesting within 60 days of March 1, 2019. Also includes 260,424 shares held in trusts.
(11) Includes 6,773,143 shares issuable upon the exercise of options vested and exercisable as of March 1, 2019 or, assuming continued service to the Company, vesting within 60 days of March 1, 2019, and upon the settlement of RSUs vesting, assuming continued service to the Company, within 60 days of March 1, 2019.

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EQUITY COMPENSATION PLAN INFORMATION

EQUITY COMPENSATION PLAN INFORMATION

We currently maintain three equity compensation plans that provide for the issuance of shares of our common stock to our officers and other employees, directors and consultants: the 2004 Employee Stock Purchase Plan (the ESPP) and the 2013 Equity Incentive Plan (the 2013 Equity Plan), which have both been approved by stockholders, and the 2014 Inducement Equity Incentive Plan (the 2014 Inducement Plan), which has not been approved by stockholders. We have also assumed certain plans

in connection with acquisitions, which plans have not been approved by Salesforce s stockholders.

The following table sets forth information regarding outstanding stock options and restricted stock units as well as shares reserved for future issuance under the foregoing plans as of January 31, 2019:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b) (1)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by stockholders	39,533,275(2)	$46.02	67,408,451(3)
Equity compensation plans not approved by stockholders	7,565,686(4)	$13.84	465,607(5)
Total	47,098,961	$40.85	67,874,058

(1) The weighted average exercise price of outstanding options, warrants and rights includes the purchase price of $0.001 per restricted stock unit.
(2) Consists of options and restricted stock units granted under the 2013 Equity Plan. Performance-based restricted stock units are for purposes of this column assumed to be payable at 100% of target. If instead the maximum amount of shares were achieved, the number of securities to be issued would be 40,153,351.
(3) Consists of 4,066,747 shares available under the ESPP and 63,341,704 shares available under the 2013 Equity Plan. Offerings under the ESPP were authorized by the Board of Directors in September 2011.
(4) Consists of shares issuable under the 2014 Inducement Plan and the following plans, which have been assumed by us in connection with certain of our acquisition transactions: the Assistly, Inc. 2009 Stock Plan assumed by us with our acquisition of Assistly, Inc. in September 2011; the Model Metrics, Inc. 2008 Stock Plan assumed by us with our acquisition of Model Metrics, Inc. in December 2011; the Buddy Media, Inc. 2007 Equity Incentive Plan assumed by us with our acquisition of Buddy Media, Inc. in August 2012; the EdgeSpring, Inc. 2010 Equity Incentive Plan assumed by us with our acquisition of EdgeSpring, Inc. in June 2013; the ExactTarget, Inc. 2008 Equity Incentive Plan assumed by us with our acquisition of ExactTarget, Inc. in July 2013; the RelateIQ, Inc. 2011 Stock Plan assumed by us with our acquisition of RelateIQ, Inc. in August 2014; the SteelBrick Holdings, Inc. 2013 Equity Incentive Plan assumed by us with our acquisition of SteelBrick Inc. in December 2015; the MetaMind, Inc. 2014 Stock Incentive Plan assumed by us with our acquisition of MetaMind, Inc. in April 2016 (the MetaMind Plan); the Demandware, Inc. 2012 Stock Incentive Plan assumed by us with our acquisition of Demandware, Inc. in July 2016; the Backchannel, Inc. 2012 Equity Incentive Plan assumed by us with our acquisition of Quip, Inc. in August 2016; the BeyondCore, Inc. 2007 Stock Incentive Plan and the BeyondCore, Inc. 2016 Equity Incentive Plan assumed by us with our acquisition of BeyondCore, Inc. in August 2016; the Krux Digital, Inc. 2010 Stock Plan assumed by us with our acquisition of Krux Digital, Inc. in November 2016; the CloudCraze Software LLC 2016 Omnibus Incentive plan assumed by us with our acquisition of CloudCraze LLC in April 2018; the MuleSoft, Inc., 2006 Stock Plan, MuleSoft, Inc. 2016 Equity Incentive Plan, and MuleSoft, Inc. 2017 Equity Incentive plan, each assumed by us with our acquisition of MuleSoft, Inc. in May 2018; and the Datorama Inc. 2012 Stock Incentive Plan assumed by us in connection with our acquisition of Datorama, Inc. in August 2018.
(5) Consists of the 2014 Inducement Plan and the MetaMind Plan. The material features of the 2014 Inducement Plan are described below.

Material Features of the 2014 Inducement Equity Incentive Plan

The 2014 Inducement Plan was established by the Board in July 2014 with the purpose of attracting, retaining and incentivizing employees in furtherance of Salesforce s success. In accordance with NYSE rules, this plan is used to offer equity awards as material inducements for new employees to join Salesforce, typically in connection with acquisitions. As of July 2014, 335,000 shares of common stock were reserved solely for the granting of inducement stock options, restricted stock, restricted stock units and other awards. In addition, 319,957 shares that were previously authorized for issuance under the Prior Inducement Plan as of July 9, 2014 were added to the 2014 Inducement Plan and any shares subject to outstanding awards under the Prior Inducement Plan that, after July 9, 2014, otherwise would have

returned to the Prior Inducement Plan under its terms (for example, due to the expiration or forfeiture of an award under the Prior Inducement Plan) will become available for issuance under the 2014 Inducement Plan, provided that the maximum number of such shares will not exceed 2,750,000. In September 2016, an additional 2,250,000 shares were reserved and authorized for issuance under the 2014 Inducement Plan. The 2014 Inducement Plan provides for the granting of stock options with exercise prices equal to the fair market value of our common stock on the date of grant. The Company has also granted restricted stock unit awards under the 2014 Inducement Plan. As of January 31, 2019, 352,386 shares of Salesforce common stock remained available for issuance under the 2014 Inducement Plan.

A LETTER FROM OUR COMPENSATION COMMITTEE

April 25, 2019

Dear Fellow Stockholders,

We would like to thank you for your continued support of Salesforce. As directors and members of the Compensation Committee, we represent you, our stockholders, and take this responsibility very seriously. Our overarching compensation philosophy is to provide compensation that is competitive and motivating in a fiercely competitive industry while also being highly performance-based to ensure that our management team is closely aligned with the Company s strategic goals and our stockholders long-term interests.

Leveraging Strengths from Our Co-CEO Leadership Model

In August 2018 the Board promoted Keith Block to the role of Co-CEO. Keith previously served as our Vice Chairman, President and Chief Operating Officer, and has served as a Director since joining Salesforce in June 2013. Keith s outstanding operational expertise and corporate leadership experience have made him a trusted partner to Marc Benioff, our Co-Founder and Co-CEO, in running the Company for the past nearly six years. The Co-CEO leadership model represents a formalized continuation of the working relationship between Marc and Keith that evolved over time as they have executed a strategic plan that has fueled growth, solidified our leadership in the market, and made Salesforce the global leader in CRM.

In their respective roles as Co-CEOs, Marc is able to focus on vision, architecture, products, marketing and culture. Keith, in turn, is able to focus on sales execution, customer engagement, finance, and professional services and support. In this way, the Company is able to leverage each of the Co-CEO s unique strengths and backgrounds to lead Salesforce and its employees, customers and partners into the future.

Continuing Our Growth Trajectory at Scale

Salesforce had another year of outstanding financial performance in fiscal 2019, continuing a trend of strong, durable top-line and operating cash flow growth. The Company delivered more than $13.2 billion in revenue, surpassing $13 billion in revenue faster than any other enterprise software company in history. In addition, Salesforce continues to grow internationally, expanding across industries and leveraging its partner ecosystem. A relentless focus on innovation and our customers fuels our success and unprecedented growth at scale.

A key foundation to our past success and future trajectory is the Company s strong culture. Core to that culture is a focus on our people. We benefit from the leadership of an extremely talented executive management team, including our Co-CEOs, who together with Salesforce s more than 35,000 dedicated employees, have redefined the customer experience and made Salesforce mission-critical to companies of every size and industry. Our unwavering commitment to making our customers successful and building a world that is not only prosperous, but also sustainable and offers opportunity for all, has earned Salesforce repeated recognition in the highest rankings of FORTUNE s 100 Best Companies to Work For list and in Forbes World s Most Innovative Companies.

Evolving Our Compensation Program

Over the past several years, our compensation program has evolved to align with the Company s strategic goals and to reflect stockholder input. Changes have included the introduction of an additional performance-based element (PRSUs) to the pay mix and a shift in the timing of our annual equity award cycle from November to March to better align equity award decision-making with the timing of our full-year business results. These changes have resulted in recent year-over-year Summary Compensation Table compensation fluctuations. For example, as a result of the shift in timing of our annual equity grant cycle, the Summary Compensation Table does not include equity awards for fiscal 2018, and for fiscal 2019, includes equity awards sized to cover 1.33 years due to the one-time delay in our grant cycle.

In designing the compensation structure for our new Co-CEO model, the Committee sought to carry forward recent compensation program changes while incorporating feedback from stockholders. To this end, the Committee continued to prioritize an incentive structure emphasizing long-term business performance and stockholder alignment by making performance-based equity awards by far the most significant portion of total compensation. Another primary objective for the Committee was to limit the incremental compensation cost resulting from moving to the Co-CEO model. Importantly, the Board did not fill the Chief Operating Officer position following Keith s promotion to Co-CEO, and combined Co-CEO compensation has remained comparable to prior levels.

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A LETTER FROM OUR COMPENSATION COMMITTEE (CONTINUED)

Looking ahead, as our business evolves and grows under the leadership of Marc and Keith, the Committee seeks to maintain a compensation program that continues to support Salesforce s strategic goals through a pay-for-performance philosophy, while minimizing year-over-year fluctuations. Further detail on fiscal 2020 Co-CEO compensation will be included in our proxy statement next year. However, the Committee believes it is important to provide some information and context on fiscal 2020 decisions now, in the context of the ongoing evolution of our executive compensation program. As a result, summary information on fiscal 2020 decisions is included on pages 33 and 34.

Ongoing Stockholder Engagement

We continue to believe in the importance of stockholder engagement and value the views of our stockholders, which are regularly shared with the full Board. The feedback we receive from discussions with stockholders is a critical factor in the Committee s decision-making processes, as evidenced by the evolution of our executive compensation program. This continued evolution resulted in strong support from stockholders on the advisory vote on our executive compensation program at the 2017 and 2018 Annual Meetings. We are committed to maintaining a compensation structure that aligns pay with performance, drives long-term value creation, and reflects the perspectives of our stockholders. We truly appreciate the constructive discussions we have had with you over the past several years and look forward to ongoing dialogue.

Thank you for your continued support and investment in Salesforce.

Sincerely,

The Compensation Committee

John V. Roos (Chair)

Craig Conway

Neelie Kroes

Maynard Webb

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis describes the material elements of our executive compensation program, providing an overview of our executive compensation philosophy, policies, practices and the corresponding pay decisions for our Named Executive Officers (NEOs). Specifically, it describes how and why the Compensation Committee of the Board (the Compensation Committee or Committee) arrived at the specific executive compensation decisions for and during fiscal 2019 (February 1, 2018 January 31, 2019) and the key factors the Committee considered in making those decisions.

Named Executive Officers

For fiscal 2019, our NEOs included our principal executive officers, our principal financial officer and the three next most highly compensated executive officers, who were:

Marc Benioff, our Chairman of the Board and Co-Chief Executive Officer (Co-CEO);

Keith Block, our Co-CEO;

Mark Hawkins, our President and Chief Financial Officer (CFO);

Parker Harris, our Co-Founder and Chief Technology Officer;

Srinivas Tallapragada, our President, Technology; and

Bret Taylor, our President and Chief Product Officer.

Executive Summary

Business Overview and Fiscal 2019 Performance Highlights

Salesforce is a global leader in customer relationship management (CRM) technology that enables companies to improve their relationships and interactions with customers. Founded in 1999, Salesforce empowers companies of every size and industry to connect with their customers in new ways through existing and emerging technologies, including cloud, mobile, social, Internet of Things and artificial intelligence, to grow their business and work more productively. Salesforce is the fastest growing top-five enterprise software company in the world. In fiscal 2019, Salesforce surpassed $13 billion in annual revenue, reaching that milestone faster than any other enterprise software company. Salesforce has earned repeated recognition in the highest rankings of *Fortune* s 100 Best Companies to Work For and *Forbes* World s Most Innovative Companies.

In fiscal 2019, the Company delivered significant growth and strong financial performance, including:

Revenue. Fiscal 2019 revenue grew by 26% year-over-year.

Operating Cash Flow. Fiscal 2019 operating cash flow grew by 24% year-over-year.

Unearned Revenue. Fiscal 2019 unearned revenue (representing amounts that have been invoiced for which the revenue recognition criteria has not yet been met) grew by 22% year-over-year.

Remaining Performance Obligation. Fiscal 2019 remaining performance obligation (representing future revenues that are under contract but have not yet been recognized, which includes unearned revenue) grew by 25% year-over-year.

(1) Revenues for fiscal 2017, 2018 and 2019 reflect the retrospective adoption of Accounting Standards Update 2014-09, Revenue from Contracts with Customers

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COMPENSATION DISCUSSION AND ANALYSIS (CONTINUED)

Return to Stockholders

We have delivered significant long-term total stockholder return (TSR) as evidenced by the chart below, which shows how a $100 investment in Salesforce on January 31, 2014 would have grown to $251 on January 31, 2019. The chart also compares the TSR on an investment in our common stock to the same investment in the S&P 500 Index, the Nasdaq Computer & Data Processing Index and the Nasdaq 100 Index over the last five fiscal years.

	1/31/2014	1/31/2015	1/31/2016	1/31/2017	1/31/2018	1/31/2019
salesforce.com	$100	$93	$112	$131	$188	$251
S&P 500 Index	$100	$112	$109	$128	$158	$152
Nasdaq Computer & Data Processing Index	$100	$118	$124	$153	$216	$212
Nasdaq 100 Index	$100	$118	$122	$145	$197	$196

Data for the Standard & Poor s 500 Index, the Nasdaq Computer & Data Processing Index and the Nasdaq 100 Index assume reinvestment of dividends. The comparisons in the graph above are based upon historical data and are not indicative of, nor intended to forecast, future performance of our common stock.

As shown above, the Company has shown consistently strong performance with a stock price that has appreciated substantially over the past five years. For example, our closing stock price on January 31, 2014 was $60.53, and our closing stock price on January 31, 2019 was $151.97, approximately 2.5*x* the January 2014 stock price.

Fiscal 2019 Compensation Program Highlights

Highlights of our fiscal 2019 executive compensation program were:

Changed Annual Equity Award Grant Cycle Timing. As reported in last year s proxy statement, in fiscal 2018 our Compensation Committee decided to shift the timing of our annual equity award cycle from November to March to align with other year-end performance evaluations when making annual equity award decisions. As a result of this shift in timing, our NEOs did not receive any equity grants in fiscal 2018. As a result, and as we reported in last year s proxy statement, the equity awards granted in March 2018 compensated our executives for, and reflected strong performance over, a 16-month period. In determining the fiscal 2019 equity award amounts, the Compensation Committee took into account this delay in the equity grant cycle as well as outstanding Company and individual performance during fiscal 2018.

Appointed Mr. Block as Co-CEO. In August 2018, our Board appointed Keith Block as Co-CEO of the Company. In connection with his promotion, Mr. Block s annual base salary increased from $1,250,000 to $1,435,000 and his annual target bonus increased from 100% to 200% of his base salary.

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COMPENSATION DISCUSSION AND ANALYSIS (CONTINUED)

Expanded PRSU Program. In fiscal 2019, the Compensation Committee further expanded the use of PRSUs to all Executive Vice Presidents and above, with our NEOs receiving at least 25% of their total target value of equity awards in the form of PRSUs (and 60% for Mr. Benioff and, beginning in fiscal 2020, Mr. Block), with target payout requiring 60th percentile relative TSR performance.

Maintained Marc Benioff Target Total Cash Compensation at Fiscal 2016 Level. For the fourth year in a row, the Compensation Committee maintained Mr. Benioff s base salary and target bonus at fiscal 2016 levels.

Reviewed and Reinstated Coverage of Marc Benioff s Personal Security Arrangements. After seeking specific feedback from our major institutional investors on this topic, reviewing factors relevant to Mr. Benioff s security profile and the overall security climate, and discussing this topic with the full Board, our Compensation Committee concluded that for fiscal 2019 the Company would re-assume responsibility for certain aspects of Mr. Benioff s personal security program. More details are provided on this decision on page 31.

Stockholder Outreach, Board Responsiveness, Program Evolution

Our Board and Compensation Committee value our stockholders views on our executive compensation program, as communicated through our outreach and engagement efforts and through our stockholders voting decisions. We take seriously, and believe it is important to respond to, stockholder input on our executive compensation programs. Our Compensation Committee has put considerable thought and care into evolving our executive compensation program over the last few years. We conduct extensive ongoing outreach with our stockholders. Since our 2018 annual meeting, we have met directly (in person or via telephone) with stockholders who own approximately 85% of our stock on compensation, governance, financial, strategic and other matters. The stockholder perspectives that we receive, through direct engagement as well as through voting decisions, provide valuable insight and have continued to help influence our program.

For example, over the past four fiscal years we have:

Implemented performance-based restricted stock units (PRSUs) for Mr. Benioff in fiscal 2016;

Extended the use of PRSUs to all NEOs in fiscal 2017 and then further extended the use of PRSUs to all Executive Vice Presidents and above in fiscal 2019;

Required above-median relative TSR performance (60th percentile) to achieve target payouts for all PRSUs;

Continued to maintain rigorous performance goals each year for our cash incentive plan, including performance targets that exceed our publicly announced financial guidance;

Changed the timing of our annual equity award cycle to better align with the Company s fiscal year, so that the Compensation Committee can evaluate recent full fiscal year Company and individual performance when making annual equity grant decisions; and

Increased share ownership requirements for the Board and executives in fiscal 2016.

The changes that we have made over the past four years have been responsive to feedback received from our stockholders. We believe these changes will serve to advance our compensation practices and governance in a manner that both benefits stockholders and continues to align with our strategy and pay philosophy.

Compensation Philosophy and Practices

Compensation Philosophy, Objectives and Challenges

Philosophy and Objectives. Our compensation philosophy is driven by our objective to attract and retain the premier talent needed to lead our Company in a dynamic, innovative and extremely competitive environment and to strongly align the interests of our executives with those of our stockholders for the long term. To accomplish this, we use compensation structures directly tied to the performance of our common stock, as well as key drivers of Company performance, including revenue, operating cash flow and non-GAAP income from operations. Our executive compensation is aligned with our overall business strategy, with a focus on driving growth and long-term value for our stockholders.

Our executive compensation program is structured to use a mix of base salary, annual performance-based cash incentive awards and long-term equity awards to incentivize and reward those individuals who make the greatest contributions to our performance and creation of stockholder value over time. The

majority of our executive compensation is variable, with the largest portion in the form of long-term equity awards.

Challenges. We operate in a highly competitive market and industry, and the competition for executive talent continues to intensify. The challenges we face in hiring and retaining executives are due to a number of factors, including:

Highly Competitive Cloud Computing Industry We are a pioneer in the innovative and highly competitive enterprise cloud computing market. We are, however, an established, large public company, and some prospective executives may believe there is less opportunity to realize significant appreciation through equity compensation at an established public company of our size as compared with a privately held start-up or early stage public company. Further, some of our competitors are much larger than we are and may be able to offer higher compensation.

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COMPENSATION DISCUSSION AND ANALYSIS (CONTINUED)

Fiercely Competitive Employee Retention Environment In the technology industry, there is substantial and continuous competition for executives with the experience and aptitude to motivate and lead engineers in designing, developing and managing software and Internet-related services, as well as qualified sales and operations personnel familiar with the technology industry. Our headquarters are located in the San Francisco Bay Area, where competition for executive talent is particularly fierce. Further, our success has made our employees and executives more attractive as candidates for employment with other companies, and they are subject to significant ongoing recruiting efforts by other companies in the technology industry.

High Growth We are a high-growth company that continues to experience rapid changes to our technology, personnel and business tactics. We have experienced rapid growth in the geographic breadth and technical scope of our operations, along with the number of personnel we employ. Not all executives desire or are suited to manage in such an environment, making the services of our current executives more valuable and in some cases hindering our efforts to recruit new executives.

Executive Background We seek to recruit and retain experienced executives with specific skills in key functional areas who have worked in a high-growth environment comparable to ours. The number of executives with the most desirable experience is relatively low and proven executives are difficult to find. We have expanded our recruiting efforts both geographically and into other industries and sectors, which leads to increased complexity in recruiting efforts and has required us to be more flexible with our executive compensation packages.

Given this competitive environment, our compensation program is designed to be competitive with those companies with whom we compete for talent and to strengthen our ability to attract and retain the caliber of employees we need to sustain our industry-leading success.

Compensation and Governance Practices and Policies

We endeavor to maintain strong governance standards in our policies and practices related to executive compensation. Below

is a summary of our key executive compensation and corporate governance practices.

What We Do	What We Don t Do

Actively engage in year-round dialogue with our stockholders and incorporate feedback into our compensation programs	× No pension plans or Supplemental Executive Retirement Plans
Significant portion of compensation for Named Executive Officers is at risk, based on both the Company s absolute performance and performance relative to peers	× No stock option repricing
Provide compensation mix that more heavily weights variable pay	× No hedging or pledging of our securities
PRSUs granted to all executive officers, including our NEOs	× No excise tax gross-ups upon a change of control
Rigorous goal-setting, including PRSUs that require above-median (60^{th} percentile) relative performance to earn target payout	
Stringent stock ownership requirements apply to all executives and directors	
Annual advisory vote on executive compensation	
Regular reviews of executive compensation and peer group data	
Compensation clawback policy applies to performance-based cash and equity programs	
An independent compensation consultant advises the Compensation Committee	

Double-trigger cash, option and restricted stock unit (RSU) change of control benefits

Regularly assess the risk-reward balance of our compensation programs in order to mitigate undue risks in our programs

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COMPENSATION DISCUSSION AND ANALYSIS (CONTINUED)

Compensation Elements and Compensation for Named Executive Officers

We award cash compensation to our NEOs in the form of base salaries and annual cash incentives under our Kokua Bonus Plan, and we award equity compensation in the form of stock options, RSUs and PRSUs. To a lesser extent we also provide certain other benefits, generally consistent with what we provide to other employees, as described further below. We believe that each of these compensation elements is necessary to attract and retain individuals in a very competitive market for executive talent.

A description of our key pay elements, the applicable performance measures and the rationale for each element is set forth in the following table:

Base Salaries

We believe we must offer competitive base salaries to attract, motivate and retain all employees, including our executives. The Compensation Committee has generally set the base salaries for our executives, including the NEOs other than our Co-CEOs, based on three primary factors:

- a comparison to the base salaries paid by the companies in our compensation peer group;
- the overall compensation that each executive may potentially receive during his or her employment with us; and
- internal parity considerations with respect to the base salaries of other executives who are comparably situated in terms of reporting structure and level of responsibility.

At the beginning of fiscal 2019, the Compensation Committee conducted a review of our executive compensation program for purposes of determining the base salaries and bonus opportunities for our executives for fiscal 2019, taking into account the above factors as well as overall Company and individual performance and the roles and responsibilities of each of our executives. The Compensation Committee approved an increase in Mr. Hawkins s base salary after considering market data and peer practices. Thereafter, in connection with Mr. Tallapragada s

promotion to President, Technology in June 2018 and Mr. Block s promotion to Co-CEO in August 2018, the Compensation Committee further adjusted their respective base salaries to reflect their new roles and increased responsibilities. The below table reflects the base salary for each NEO as of the end of fiscal 2019:

Named Executive Officer	Fiscal 2019 Base Salary	Change from Fiscal 2018
Mr. Benioff	$1,550,000	No change
Mr. Block	$1,435,000	25%
Mr. Hawkins	$ 900,000	20%
Mr. Harris	$1,000,000	11%
Mr. Tallapragada	$ 900,000	(1)
Mr. Taylor	$ 900,000	(1)

(1) Neither Mr. Tallapragada nor Mr. Taylor were NEOs in prior years.

Performance-Based Cash Bonuses

We provide annual performance-based cash incentive awards linked to achievement against certain corporate performance goals under our broad-based Kokua Bonus Plan. The Compensation Committee believes that the annual performance metrics used in the bonus plan contribute to driving long-term stockholder value, play an important role in influencing executive

COMPENSATION DISCUSSION AND ANALYSIS (CONTINUED)

performance and are an important component of our compensation program to help attract, motivate and retain our executives and other employees.

Under the Kokua Bonus Plan, the Compensation Committee establishes two bonus pool targets: one for our executive officers, including the NEOs, and a second for non-executive officers and below. Each pool may be funded based on achievement of certain Company performance goals pre-established by the Committee for each of the groups. Funding of the pool applicable to executive officers is capped at 100%, unless otherwise determined by the Compensation Committee. The performance goals applicable to executive officers in fiscal 2019 are discussed in more detail below.

Typically, after the first half of the fiscal year, we pay 25% of the full target bonus amount, and after the end of the fiscal year, we pay the remaining amount. The remaining amount is determined based on the level of achievement against the applicable Company performance goals, and may also take into account individual performance.

The Compensation Committee administers the Kokua Bonus Plan with respect to our executive officers and determines the amounts of any awards under this plan to our executive officers. Once the pool is funded, individual bonus amounts are determined by the Compensation Committee for each of our executive officers. Such individual bonus amounts are capped at 125% of target. The Committee may increase or decrease awards under this plan in its discretion based on factors the Committee deems appropriate, including an assessment of individual performance and input from our Co-CEOs. Historically the Compensation Committee has determined not to pay more than 100% of the target bonus to each of our executive officers.

Fiscal 2019 Target Cash Bonus Opportunity

To establish our executive officers individual target cash bonus opportunities, which are expressed as a percentage of base salary, the Compensation Committee considers competitive pay data, input from its compensation consultant, and the level, position, objectives and scope of responsibilities of each executive, as well as considerations of internal parity among similarly situated Company executives.

At the beginning of fiscal 2019, based on its review of our executive compensation program, peer company data, and the other factors described above, the Compensation Committee approved NEO target annual cash bonus opportunities for fiscal 2019. Thereafter, in fiscal 2019 in connection with Mr. Tallapragada s promotion to President, Technology in June 2018 and Mr. Block s promotion to Co-CEO in August 2018, the

Compensation Committee further adjusted their respective target bonus opportunities to reflect their new roles and increased responsibilities. The below table reflects the target bonus opportunity for each NEO for fiscal 2019:

Named Executive Officer	Fiscal 2019 Target	Fiscal 2019 Target Cash Bonus Opportunity	Change from Fiscal 2018

	Cash Bonus Percentage*		
Mr. Benioff	200%	$ 3,100,000	No change
Mr. Block	200%(1)	$ 2,013,750(1)	75%
Mr. Hawkins	100%	$ 900,000	20%
Mr. Harris	100%	$ 1,000,000	11%
Mr. Tallapragada	100%	$ 855,000(2)	(3)
Mr. Taylor	100%	$ 900,000	(3)

* As a percentage of base salary.

(1) Mr. Block s Fiscal 2019 Target Cash Bonus Opportunity is calculated as the sum of 100% of his base salary through the date of his promotion to Co-CEO and 200% of his base salary from the date of his promotion to Co-CEO through the end of the fiscal 2019.

(2) Mr. Tallapragada s bonus is calculated at 100% of his base salary as earned in fiscal 2019.

(3) Neither Mr. Tallapragada nor Mr. Taylor were NEOs in prior years.

The Compensation Committee maintained Mr. Benioff s target bonus opportunity at 200% of base salary for fiscal 2019. In connection with Mr. Block s promotion to Co-CEO, his target bonus opportunity was increased from 100% of base salary to 200% of base salary commensurate with his increased responsibilities as Co-CEO and to coincide with Mr. Benioff s target bonus opportunity.

Fiscal 2019 Cash Bonus Pool Payout Metrics, Performance and Fiscal 2019 Payouts

For fiscal 2019, the amount of the bonus pool for executive officers was based on our performance during the fiscal year compared to pre-established target levels for three equally weighted measures. The Compensation Committee believes that these measures and this weighting are appropriate to incentivize achievement of certain annual corporate performance goals that further our strategy and that are used by investors to evaluate our financial performance.

The Compensation Committee believes that targets for the cash pool should be rigorous and challenging and therefore for fiscal 2019 it again set the targets at levels exceeding the financial guidance the Company publicly announced at the beginning of the fiscal year. Additionally, as shown below, the fiscal 2019 targets were significantly higher than the fiscal 2018 targets.

Annual Bonus Performance Metric Targets

(all amounts in millions)

	Fiscal 2018			Fiscal 2019			
	Guidance*	Target	Actual	Guidance	Target	Actual	Achievement
Revenue	$ 10,150 - $10,200	$ 10,298	$ 10,480	$ 12,660 - $12,710**	$ 12,846	$ 12,851	Exceeded
Operating Cash Flow	$ 2,594 - $2,616	$ 2,625	$ 2,738	$ 3,286 - $3,313***	$ 3,375	$ 3,548	Exceeded
Non-GAAP Income from Operations	N/A	$ 1,516	$ 1,520	N/A	$ 2,265	$ 2,297	Exceeded

* Guidance as published at the beginning of fiscal 2018 on February 28, 2017.
**

Guidance as published on April 2, 2018, after the Company adopted new accounting standards ASC 606, ASC 340-40 and ASU 2016-01.

***Guidance as published at the beginning of fiscal 2019 on February 28, 2018.

For purposes of the Kokua Bonus Plan, Revenue is defined as our GAAP revenues, as may be adjusted to exclude certain acquisitions. Operating Cash Flow is defined as our GAAP operating cash flow. Non-GAAP Income from Operations is defined as our non-GAAP income from operations (revenues less cost of revenues and operating expenses, excluding the impact of stock-based compensation expense and amortization of acquisition-related intangible assets), as adjusted to exclude certain acquisitions and not including the impact of amounts payable under the Kokua Bonus Plan.

In fiscal 2019 the Company adopted two new accounting standards that impacted the revenue and non-GAAP income from operations performance targets. The targets stated above for fiscal 2019 incorporate the effects of these newly adopted accounting changes.

The Compensation Committee believes that basing the executive officer bonus pool under the Kokua Bonus Plan on these measures aligns executive incentives with stockholder interests in accordance with our compensation philosophy.

The Compensation Committee has the discretion to increase or decrease the bonus amounts actually paid to individual executives but did not exercise such discretion for fiscal 2019 awards, although the Company s performance for fiscal 2019 exceeded the target for all three measures. Instead, the Compensation Committee continued to cap funding of the executive officer bonus pool and set the amounts payable to each individual NEO with respect to fiscal 2019 at 100% of the target opportunity.

Accordingly, the cash bonuses paid to the NEOs for fiscal 2019 under the Kokua Bonus Plan were:

Named Executive Officer	Fiscal 2019 Bonus Payment
Mr. Benioff	$3,100,000
Mr. Block	$2,013,750(1)
Mr. Hawkins	$ 900,000
	$1,000,000

Mr. Harris	
Mr. Tallapragada	$ 855,500
Mr. Taylor	$ 900,000

(1) Mr. Block s Fiscal 2019 Bonus Payment was calculated as the sum of 100% of his base salary through the date of his promotion to Co-CEO and 200% of his base salary from the date of his promotion to Co-CEO through the end of the fiscal 2019.

Equity Compensation

The Compensation Committee periodically reviews our equity compensation program from a market perspective as well as in the context of our overall compensation philosophy. The Compensation Committee also considers the appropriateness of various equity vehicles, such as PRSUs, stock options and RSUs, as well as overall program costs (which include both stockholder dilution and compensation expense), when evaluating the long-term incentive mix. Further, the Compensation Committee considers peer company data and competitive positioning analyses, each executive s individual performance, as described below, as well as stockholder input.

Performance-Based Restricted Stock Units (PRSUs)

We grant equity awards subject to pre-established performance-based vesting conditions. We initially granted PRSUs to Mr. Benioff in fiscal 2016 and, in fiscal 2017 the Compensation Committee expanded the use of PRSUs to all of our NEOs at that time. In fiscal 2019, the Compensation Committee further expanded the use of PRSUs in our annual equity award program more broadly to all Executive Vice Presidents and above. As discussed above, no PRSUs or other equity awards were granted to the NEOS during fiscal 2018 due to the change in timing of our annual equity award cycle.

The PRSUs that we have granted to date contain the following key terms:

A single, three-year performance period

Require employment through the 15^{th} of the month following the end of the performance period

The performance metric is three-year relative TSR, as compared to the Nasdaq 100 Index group of companies as of the grant date

No payout above target if TSR is negative on an absolute basis

Target payout requires 60th percentile TSR performance

No payout if performance is below the 30th TSR percentile

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COMPENSATION DISCUSSION AND ANALYSIS (CONTINUED)

A maximum payout capped at 2x target

Each percentile of TSR performance below target reduces payout by 3.3333%, whereas performance above target increases payout by only 2.5641%

In developing the performance conditions, performance period, comparison group, payout scale and other terms of the PRSUs, the Compensation Committee undertook significant deliberation, considering input received from stockholders, market data and the advice of its compensation consultant. The Compensation Committee also considered that the annual cash incentive plan already incentivizes performance on three key Company-specific financial measures, and the importance of emphasizing holistic Company performance, as opposed to an isolated metric; the importance of setting a sufficiently difficult target for maximum payout; the benefit of a large and objectively determined performance comparator group; and the overarching goal of an incentive clearly and directly aligned with stockholder interests. The chart and table below illustrate the potential PRSU payouts based on relative TSR percentile performance.

Percentile Rank	Payout if Absolute TSR Positive	Payout if Absolute TSR Negative (1)
99th	200%	100%
90th	177%	100%
80th	151%	100%
70th	126%	100%

60th	100%	100%
50th	67%	67%
40th	33%	33%
30th	0%	0%

(1) Potential payout is capped at 100% of target if our absolute TSR is negative.
Additional vesting rules apply in the event of a change of control of the Company, as described under *Employment Contracts and Certain Transactions Performance-Based Restricted Stock Units* beginning on page 45.

Mr. Benioff s fiscal 2016 PRSUs vested and were paid out in shares on December 15, 2018. The applicable performance period ended on November 22, 2018 and the Company s TSR

was at the 78th percentile of the applicable peer group. As such, 146% of the PRSUs vested on December 15, 2018.

Stock Options

We grant stock options to our executives to align their interests with those of our stockholders and as an incentive to remain with us. With stock options, our executives can realize value only to the extent that the market price of our common stock increases during the period that the option is outstanding, which provides a strong incentive to our executives to increase stockholder value. Further, because these options typically vest over a four-year period, they incentivize our executives to build value that can be sustained over time. Therefore, the Compensation Committee believes that options to purchase shares of our common stock, with an exercise price equal to the market price of our common stock on the date of grant, are inherently performance-based and are a very effective tool to motivate our executives to build stockholder value and reinforce our position as a growth company.

Restricted Stock Units (RSUs)

We also grant RSUs to our executives and other employees. RSUs align the interests of our executives and other employees with those of our stockholders and help manage the dilutive effect of our equity compensation program. Our RSUs are subject to time-based vesting. Because RSUs have value to the recipient even in the absence of stock price appreciation, RSUs help us retain and incentivize employees during periods of market volatility, and also result in our granting fewer shares of common stock than through stock options of equivalent grant date fair value. Our RSUs typically vest over a four-year period, and we believe that, like stock options, they help incentivize our executives to build value that can be sustained over time.

Fiscal 2019 Equity Award Decisions

In spring of 2018, the Compensation Committee granted fiscal 2019 equity awards in the form of stock options, RSUs, and PRSUs to the NEOs as shown below with vesting and other terms as described above. In determining the amounts of these fiscal 2019 equity awards, the Compensation Committee took into account the outstanding performance of the Company and the NEOs during fiscal 2018 as well as the one-time delay in the annual equity grant cycle and the fact that, as a result of this delay, the time that had elapsed since the most recent NEO equity grants was a period of 1.33 years versus the typical period of one year.

Named Executive Officer	Stock Options	RSUs	PRSUs
Mr. Benioff	317,105		104,127
Mr. Block(1)	229,021	27,534	25,068
Mr. Hawkins	140,936	16,944	15,427
Mr. Harris	176,170	21,180	19,283
Mr. Tallapragada	182,807	21,938	19,284
Mr. Taylor	176,170	21,180	19,283

COMPENSATION DISCUSSION AND ANALYSIS (CONTINUED)

(1) Mr. Block received RSUs in March 2018, prior to being appointed Co-CEO of the Company. For his fiscal 2020 equity award, Mr. Block received only PRSUs and stock options like Mr. Benioff. Please see Summary Information Regarding Fiscal 2020 Compensation Decisions below for further information on equity awards grants in fiscal 2020 for each of our NEOs.

We did not grant equity awards in fiscal 2018 to our NEOs due to a change in the timing of our annual equity award program. Historically, the Company s annual equity award grants for executives and other stock-eligible employees have occurred in November. The Compensation Committee determined to move the timing for these grants to March. This change resulted in a period of one year and four months during which no equity awards were granted to our NEOs. Fiscal 2017 annual equity awards were granted in November 2016 and the next annual awards were not granted until March 2018, in fiscal 2019.

As a result of this change, our Summary Compensation Table reports significantly lower total compensation for all NEOs for fiscal 2018 because no equity awards were granted to our NEOs during the year. Fiscal 2018 was a transitional year in this regard, and our fiscal 2018 reported compensation amounts should be considered anomalous for this reason. The reduction in total compensation for each of our NEOs for fiscal 2018 resulting from this change in our program timing is not a reflection of individual or Company performance.

The Compensation Committee took into account this one-time delay in program timing when making decisions regarding fiscal 2019 equity awards for our NEOs.

Mr. Benioff s Security Program

We have provided a security program for Mr. Benioff since fiscal 2012 and continued to do so in fiscal 2019. The Compensation Committee believes that amounts paid by the Company for this security program have been reasonable, necessary and for the Company s benefit.

In fiscal 2018, in order to allow for continued stockholder engagement on this topic, the Compensation Committee limited the Company-paid portion of Mr. Benioff s security program to cover only security services provided at business facilities and during business-related travel. As a result, no amounts are reported as compensation for personal security for Mr. Benioff for fiscal 2018 in the Summary Compensation Table.

After seeking specific feedback from our major institutional investors on this topic, our Compensation Committee concluded that, for fiscal 2019, sponsoring a comprehensive personal security program for Mr. Benioff was the right approach for his safety and in the best interests of the Company and its stockholders. Our stockholders agreed that, in certain circumstances, personal security services can be a necessary component of an overall executive compensation program, and

that any such program should align with the executive s security profile. Factors contributing to an executive s security profile can include the size, location and activities of the company, the prominence of the company or the executive, overall public visibility and accessibility of the executive, and whether the company or executive is associated with controversial topics. Taking these factors into consideration, as well as trends in the overall security climate and after discussing this topic with the full Board, the Compensation Committee concluded that for fiscal 2019, sponsoring a comprehensive personal security program for Mr. Benioff was the right approach for his safety and for the Company and its stockholders. The Compensation Committee periodically reviews the nature and cost of this program in relation to Mr. Benioff s security profile. Because certain security services provided for Mr. Benioff may be viewed as conveying a personal benefit to him, we have reported the incremental costs to us of those services in the All Other Compensation column in the Summary Compensation Table.

Benefits

Like other employees, our executive officers, including the NEOs, participate in our employee benefit and welfare plans, including medical and dental care plans, a fitness reimbursement plan and a 401(k) plan. We generally do not provide our executives, including the NEOs, with additional retirement benefits, pensions, perquisites or other personal benefits, except Mr. Benioff s security program as described above. We also occasionally provide certain benefits on an ad hoc basis, as noted for our NEOs in our Summary Compensation Table, if we believe that doing so is appropriate, reasonable and serves the interests of the Company, typically on the same terms we would provide such benefits for other employees. For example, we covered employee and guest costs associated with attending certain motivational and leadership Company events in fiscal 2019, as well as the associated taxes, for NEOs consistent with how we treated this benefit for all other employees who attended these events.

In addition, in recognition of Mr. Block s leadership in fiscal 2019, the Compensation Committee approved a special one-time recognition bonus to him of an automobile and watch and all associated taxes (see footnotes 4 and 5 to Summary Compensation Table for details). The Committee is sensitive to potential overreliance on such one-off benefits and reserves these kinds of awards for unique situations. In this case, the Committee approved this award because it believed that recognizing Mr. Block s leadership and success in achieving Company goals was warranted, and that doing so in a memorable and visible way would be motivational not only for the executive, but for other employees who observe exceptional performance being rewarded in exceptional ways consistent with the Company s philosophy of paying for performance.

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COMPENSATION DISCUSSION AND ANALYSIS (CONTINUED)

Compensation-Setting Process

Role of the Compensation Committee, Tally Sheets and Competitive Data

The Compensation Committee oversees and administers our executive compensation program in accordance with its Charter, which can be viewed in the Corporate Governance section of our Investor Relations website at *http://investor.salesforce.com/about-us/investor/corporate-governance/*. The Committee s role includes oversight of our equity and incentive-based plans.

The Compensation Committee meets regularly throughout the year, including 17 times in fiscal 2019. At least annually, it reviews the executive compensation program overall, and establishes base salaries, target annual cash bonus opportunities and equity grants (if any) for the fiscal year.

In setting these elements of compensation, the Compensation Committee reviews the total target compensation for our executives and also considers developments in compensation practices outside of the Company. Specifically, the Compensation Committee is provided with competitive positioning data for similarly situated executives at companies in our peer group, as well as summary consolidated information about our executives total compensation and pay history (commonly called tally sheets) to use in setting individual compensation elements and making decisions on total executive compensation levels.

Peer data is a helpful reference for the Compensation Committee to assess the competitiveness and appropriateness of our executive compensation program within our industry sector and the broader business community. Ultimately, the Compensation Committee applies its own business judgment and experience to determine the individual compensation elements, the amount of each compensation element and total target compensation. The Compensation Committee does not set or target the compensation of our executives at specific levels or within specified percentile ranges relative to peer company pay levels. Depending upon Company and individual performance, as well as the various other factors discussed in this Compensation Discussion and Analysis, target and actual total direct compensation of our executives, as well as individual compensation elements, may be within, below or above the market range for their positions.

Role of Committee Advisors

The Compensation Committee has the authority to engage its own advisors to assist in carrying out its responsibilities. As in the past, the Compensation Committee continued to engage the services of Compensia, Inc., an independent, national compensation consulting firm (the compensation consultant), in fiscal 2019. The compensation consultant provides the Compensation Committee and the Board with guidance regarding the amount and types of compensation that we provide to our executives, how these compare to peer company compensation practices and advice regarding other compensation-related matters. The compensation consultant also provides the Compensation Committee with advice related to our equity plans

and provides the Board with data that helps the Board develop the Board s compensation program.

Representatives of the compensation consultant attend meetings of the Compensation Committee as requested and also communicate with the Compensation Committee outside of meetings. The compensation consultant reports to the Compensation Committee rather than to management, although representatives of the firm may meet with members of management, including our Co-CEOs and executives in our Employee Success (human resources) department, for purposes of gathering information on proposals that management may make to the Compensation Committee. During fiscal 2018 and fiscal 2019, the compensation consultant met with various executives to collect data and obtain management s perspective on the fiscal 2019 compensation for our executives. The Compensation Committee may replace its compensation consultant or hire additional advisors at any time.

Role of Peer Companies

The Compensation Committee regularly reviews the appropriateness of the compensation peer group used by the compensation consultant to generate competitive pay data for the Committee s review in connection with executive compensation decisions.

In the second half of fiscal 2018, the compensation consultant analyzed our group of peer companies based on similarity to us on various financial and other measures, such as industry, revenue, market capitalization, number of employees and growth history and potential as well as competition for executives. The 2019 Peer Group (the 2019 Peer Group) was:

Activision Blizzard, Inc.	Intuit, Inc.
Adobe Systems, Inc.	Microsoft Corporation
Amazon.com, Inc.	Netflix, Inc.
CA Technologies, Inc.	Oracle Corporation
Cerner Corporation	SAP
Citrix Systems, Inc.	Symantec Corporation
eBay Inc.	The Priceline Group Inc. (now Booking Holdings Inc.)
Expedia, Inc.	Twitter, Inc.
Facebook, Inc.	VMware, Inc.
IBM	Workday, Inc.

In addition, as part of its executive compensation planning process the Compensation Committee reviewed aggregated survey data, which provided additional context regarding executive compensation practices in the marketplace, drawn from a Radford Custom Compensation Survey. The Compensation Committee also from time to time reviews compensation data from certain other companies in the market for the executive talent for whom we compete.

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Role of Executive Officers

Each of our Co-CEOs provides general input to the Compensation Committee with respect to the compensation of executive officers who report directly to him, including the other NEOs, and reviews their performance at least annually. Our Co-CEOs consider all relevant factors in their respective reviews, including each executive officer s performance and accomplishments during the year, areas of strength and areas for development. Each of our Co-CEOs may also meet with the compensation consultant if he chooses to do so as he prepares his recommendation. The Compensation Committee takes our Co-CEO s general input into consideration when determining and approving executive officer compensation, including for the NEOs other than the Co-CEOs.

The executives who lead our Legal and Global Employee Success organizations provide general administrative support to the Compensation Committee throughout the year, including providing legal advice and overseeing the documentation of equity

plans and awards as approved by the Compensation Committee, and attending Compensation Committee meetings as requested.

Role of Stockholder Input

In setting the form and amount of compensation for our NEOs, the Compensation Committee also considers the voting results from our most recent annual stockholder advisory vote on executive compensation (approximately 98% support at our 2018 Annual Meeting) as well as specific input provided by stockholders through our year-round engagement activities. Stockholder support for our fiscal 2018 executive compensation program was very strong, and did not result in our making any fundamental changes to our executive compensation program. Our fiscal 2019 executive compensation program included annual equity grants, which were not part of the program in fiscal 2018 solely due to the one-time shift in timing of our grant cycle from November to March.

Summary Information Regarding Fiscal 2020 Compensation Decisions

Below is summary information regarding Compensation Committee decisions about fiscal 2020 executive compensation. Our Proxy Statement for the 2020 Annual Meeting will provide additional detail on fiscal 2020 compensation matters.

In March 2019, the Compensation Committee set fiscal 2020 base salaries and target bonus opportunities, expressed as a percentage of base salary, for the NEOs as follows:

Named Executive Officer	Fiscal 2020	Fiscal 2020 Target Bonus*

	Base Salary	
Mr. Benioff	$ 1,550,000	200%
Mr. Block	$ 1,435,000	200%
Mr. Hawkins	$ 1,000,000	100%
Mr. Harris	$ 1,000,000	100%
Mr. Tallapragada	$ 900,000	100%
Mr. Taylor	$ 900,000	100%

* As a percentage of base salary.

Additionally, in March 2019, the Compensation Committee granted equity awards in the form of stock options, RSUs, and PRSUs to the NEOs with a grant date fair value as shown below with vesting and other terms as described under Equity Compensation on page 29 above.

Named Executive Officer	Stock Options	RSUs	PRSUs
	$ 8,000,000		$ 12,000,000

Mr. Benioff			
Mr. Block	$ 6,000,000		$ 9,000,000
Mr. Hawkins	$ 5,000,000	$ 2,500,000	$ 2,500,000
Mr. Harris	$ 5,500,000	$ 2,750,000	$ 2,750,000
Mr. Tallapragada	$ 5,000,000	$ 2,500,000	$ 2,500,000
Mr. Taylor	$ 5,000,000	$ 2,500,000	$ 2,500,000

In determining the amounts of these fiscal 2020 equity awards, the Compensation Committee took into account the outstanding performance of the Company and the NEOs during fiscal 2019. With respect to the equity awards for the Co-CEOs, the Committee granted stock options and PRSUs only, which the Committee considers entirely performance-based. The Committee intends these awards to accomplish the dual goals of retaining both Co-CEOs for multiple years and motivating them to deliver near- and long-term growth and stockholder value. Given that the Company did not backfill the Chief Operating Officer role after Mr. Block s promotion to Co-CEO, the incremental cost of the combined fiscal 2020 Co-CEO equity awards over past combined awards is modest.

Individually, the fiscal 2020 award for Mr. Benioff represents a decrease from the amounts granted in fiscal 2019. Fiscal 2019 equity awards were higher than they normally would have been given the one-time delay in timing of our equity compensation award cycle, and the resulting 16-month gap between grants that historically had been made every twelve months.

The fiscal 2020 award for Mr. Block represents a modest increase over his fiscal 2019 award, due to his promotion from Chief Operating Officer to Co-CEO. The Committee believes this modest increase is appropriate given the significant increase in his additional duties and responsibilities as Co-CEO.

The Board views the Co-CEO model itself as an integral part of the retention plan for both Mr. Benioff and Mr. Block going forward. As Salesforce becomes more diverse from a geographical, product, and customer perspective, moving to a shared CEO model improves management coverage resulting in greater effectiveness. Further, the Co-CEO structure allows each of Mr. Benioff and Mr. Block to focus their efforts in the areas where their backgrounds, experience and interests can drive the greatest results for stockholders.

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COMPENSATION DISCUSSION AND ANALYSIS (CONTINUED)

FY2019[1] and Estimated FY2020[2] Compensation for Marc Benioff and Keith Block

(1) As reported in the Summary Compensation Table.

(2) Reflects base salary, bonus awards (assuming performance at target), annual equity awards for FY2020 as approved by the Compensation Committee in March 2019 and an estimated Benioff security benefit.

Highlights of Our Executive Compensation Program for our Named Executive Officers

FY2016 **Introduced PRSUs for Mr. Benioff** to further align his compensation with stockholder returns.

FY2017 **Reduced Mr. Benioff s total compensation** to respond to stockholder feedback.

Expanded our use of PRSUs to all of our then NEOs to further align pay with performance.

FY2018 Granted no equity awards to our then NEOs due to a **change in the timing of our grant cycle** (November to March), which allows the Compensation Committee to evaluate Company and individual performance for full fiscal years when making annual equity award decisions.

FY2019 **Equity awards** granted in FY2019 **reflected a 1.33 year equity cycle** due to the change in our grant timing in FY2018.

Mr. Block was appointed Co-CEO and his salary and annual bonus target were increased to reflect his increased responsibilities.

FY2020 Mr. Block received his first equity awards reflecting his new position and responsibilities as Co-CEO in the form of options and PRSUs.

Did not backfill the Chief Operating Officer position Mr. Block previously held.

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Other Compensation Policies

Stock Ownership Guidelines

We maintain a stock ownership policy for our non-employee directors, as described earlier in Directors and Corporate Governance Compensation of Directors and as set forth in our Corporate Governance Guidelines (the Guidelines). The Guidelines also include stock ownership guidelines for our executive officers, including our NEOs. The Guidelines provide that our Co-CEOs must attain ownership of, by no later than March 14, 2018 or the fifth anniversary of his or her appointment as Co-CEO, and maintain ownership throughout his or her tenure of a number of shares of our common stock equal to the lesser of 112,000 shares or the number of shares equivalent in value to four times his or her annual salary. With ownership of over 31 million shares Mr. Benioff significantly exceeds his ownership requirement under these guidelines. Mr. Block is also in compliance with his stock ownership requirement.

The Guidelines also provide that each other executive officer must attain ownership, by no later than the later of March 14, 2018 or the fifth anniversary from the date he or she becomes an executive officer, and maintain ownership throughout his or her tenure of a number of shares equivalent in value to 1.5 times his or her annual salary. Each of the NEOs is in compliance with the stock ownership policy.

Performance-Based Compensation Recoupment Clawback Policy

The Guidelines include a clawback provision, which provides that if we restate our reported financial results, the Board will review the performance-based awards made to our executive officers. If

and to the extent required by the Dodd-Frank Wall Street Reform and Consumer Protection Act, other clawback provisions of applicable law, or NYSE Listing Standards, we will seek to recover or cancel any such awards that were granted, vested or earned as a result of achieving performance targets that would not have been met under the restated financial results. We will also continue to monitor rule-making actions of the SEC and the NYSE related to clawback policies. In addition, if we are required as a result of misconduct to restate our financial results due to our material noncompliance with any financial reporting requirements under the federal securities laws, our Co-CEOs and CFO may be legally required to reimburse us for any bonus or other incentive- based or equity-based compensation they receive pursuant to the provisions of Section 304 of the Sarbanes-Oxley Act of 2002.

Prohibition on Hedging and Pledging Transactions

Our insider trading policy prohibits any employee or director from, among other things, engaging in short sales, hedging of stock ownership positions and transactions involving derivative securities relating to our common stock. Executive officers and directors are also not permitted to pledge our securities.

Equity Award Grant Practices

The majority of our equity awards are granted on an annual basis in March, as described in more detail above on pages 30-31. New hire and ad hoc awards are generally granted monthly throughout the fiscal year, typically on the 22nd day of the month.

Post-Employment Compensation

We recognize that it is possible that we may be involved in a transaction involving a change of control of the Company, and that this possibility could result in the departure or distraction of our executives to the detriment of our business. The Compensation Committee and the Board believe that the prospect of such a change of control transaction would likely result in our executives facing uncertainties about their future employment and distractions resulting from concern over how the potential transaction might affect them.

To allow our executives to focus solely on making decisions that are in the best interests of our stockholders in the event of a possible, threatened, or pending change of control transaction, and to encourage them to remain with us despite the possibility that a change of control might affect them adversely, we have entered into Change of Control and Retention Agreements with each of the NEOs that provide them with certain payments and benefits in the event of the termination of their employment within the three-month period prior to, or the 18-month period following, a change of control of the Company (referred to as the change of control period). Severance payments and benefits under these agreements are conditioned on the executive s signing a release of claims in favor of the Company. The Compensation Committee

and the Board believe that these double-trigger agreements serve as an important retention tool to ensure that personal uncertainties do not dilute our executives complete focus on building stockholder value.

These agreements provide each of the NEOs (other than, as described below, Mr. Benioff) who has a qualifying termination of employment during the change of control period with a payment equal to 150% of his annual base salary and target cash bonus, Company-paid premiums for health care (medical, dental and vision) continuation coverage for a period of up to 18 months following termination of employment, and the full and immediate vesting of all outstanding and unvested equity awards (based on performance through the date of the change of control for PRSUs).

If Mr. Benioff has a qualifying termination of employment during the change of control period, his Change of Control and Retention Agreement provides him with a lump-sum payment equal to 200% of his annual base salary and target cash bonus, Company-paid premiums for health care (medical, dental and vision) continuation coverage for a period of up to 24 months following termination of employment, and the full and immediate vesting of all outstanding and unvested equity awards.

COMPENSATION DISCUSSION AND ANALYSIS (CONTINUED)

See *Employment Contracts and Certain Transactions Performance-Based Restricted Stock Units* on page 45 for specific information regarding how such a qualifying termination would impact the NEOs (including Mr. Benioff s) PRSUs.

In establishing the terms and conditions of these agreements, the Compensation Committee and the independent members of the Board considered competitive market data and governance best practices information provided by the compensation consultant. The Compensation Committee and the independent members of the Board also evaluated the cost to us of these arrangements and the potential payout levels to each affected executive under various scenarios. In approving these agreements, they determined that their cost to us and our stockholders was reasonable and not excessive, given the benefit conferred to us.

The Compensation Committee and the Board believe that these agreements will help to maintain the continued focus and dedication of our executives to their assigned duties without the distraction that could result from the possibility of a change of control of the Company.

In addition, in connection with the negotiation of Mr. Block s employment terms when he joined us in 2013, and Mr. Hawkins employment terms when he joined us in 2014, each of these NEOs received an offer letter that provided for eligibility for

ongoing severance payments and benefits in connection with involuntary terminations of employment not in connection with a change of control. Under Mr. Block s offer letter, if his employment is terminated without cause or he resigns for good reason, he will be entitled to payments equal to one year of his base salary and 100% of his annual target cash bonus, as well as any bonus earned as of his termination but not yet paid, and unpaid reimbursement of expenses. Receipt of these severance payments and benefits is conditioned on Mr. Block s signing a release of claims in favor of the Company. In addition, Mr. Block s offer letter provides him (or his estate) with certain severance payments and benefits in the event his termination of employment is due to death or disability. Under Mr. Hawkins offer letter, if his employment is terminated without cause or he resigns for good reason, he will be entitled to payments equal to one year of his base salary and 100% of his annual target cash bonus, and unpaid reimbursement of expenses. Receipt of these severance payments and benefits is conditioned on Mr. Hawkins signing a release of claims in favor of the Company.

For a summary of the material terms and conditions of agreements in effect during fiscal 2019, see *Employment Contracts and Certain Transactions Payments Upon Qualifying Termination of Employment or a Change in Control*, elsewhere in this Proxy Statement.

Tax and Accounting Considerations

Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code imposes limitations on the deductibility for corporate federal income tax purposes of remuneration in excess of $1 million paid to any person who has served as chief executive officer, chief financial officer and each of the three next most highly compensated executive officers of a public company. Prior to the Tax Cuts and Jobs Act that was signed into law on December 22, 2017, Section 162(m) did not apply to compensation that qualified as performance-based compensation under applicable regulations, or to chief financial officers or individuals who were no longer named executive officers. The Tax Cuts and Jobs Act eliminated the performance-based compensation exception beginning January 1, 2018, but provided a transition rule with respect to remuneration provided pursuant to a written binding contract that was in effect on November 2, 2017 and not materially modified after that date. As a result of the foregoing, we expect that compensation awarded to our executive officers in or after fiscal 2019 will not be deductible to the extent it results in compensation in excess of the $1 million threshold.

Notwithstanding the repeal of the exemption for performance-based compensation, the Compensation Committee intends to maintain its commitment to structuring the Company s executive compensation programs in a manner designed to align pay with performance.

Taxation of Parachute Payments and Deferred Compensation

Sections 280G and 4999 of the Internal Revenue Code provide that executive officers, directors who hold significant equity interests, and certain other service providers may be subject to significant additional taxes if they receive payments or benefits in connection with a change of control of the Company that exceed certain prescribed limits, and that we (or our successor) may forfeit a deduction on the amounts subject to this additional tax. We did not provide any executive, including any NEO, with a gross-up or other reimbursement payment for any tax liability that the executive might owe as a result of the application of Sections 280G or 4999 during fiscal 2019 and we have not agreed and are not otherwise obligated to provide any NEO with such a gross-up or other reimbursement.

Section 409A of the Internal Revenue Code imposes significant additional taxes in the event that an executive officer, director or service provider receives deferred compensation that does not satisfy the restrictive conditions of the provision. Although we do not maintain a traditional nonqualified deferred compensation plan, Section 409A applies to certain equity awards and severance arrangements. We generally have structured our equity awards in a manner intended to comply with the applicable Section 409A conditions. In addition, the Change of Control and Retention Agreements that we have entered into with the NEOs generally have been drafted or modified in a manner intended to comply with Section 409A.

Accounting for Stock-Based Compensation

We follow the Financial Accounting Standards Board s Accounting Standards Codification Topic 718 (FASB ASC Topic 718) in connection with the financial reporting of our stock options and other stock-based awards. ASC Topic 718 requires companies to calculate the grant date fair value of their stock option grants using a variety of assumptions, as well as the grant date fair value of their other stock-based awards. This calculation is performed for accounting purposes and reported in the compensation tables below, even though our executives may never realize any value from their options or other stock-based

awards. ASC Topic 718 also requires companies to recognize the compensation cost of their stock option grants and other stock-based awards in their income statements over the period in which an executive is required to render service in exchange for vesting of the option or other award. When determining the types and amounts of equity compensation granted to the NEOs, the Compensation Committee considers the advantages and disadvantages of various equity vehicles, such as stock options, RSUs and PRSUs. As part of this consideration, the Compensation Committee takes into account the overall program cost, which includes the associated compensation expense for financial reporting purposes.

COMPENSATION RISK ASSESSMENT

COMPENSATION RISK ASSESSMENT

As part of its review of the compensation to be paid to our executives, as well as the compensation programs generally available to our employees, the Compensation Committee considers potential risks arising from our compensation programs and the management of these risks, in light of our overall business, strategy and objectives.

As is the case with our employees generally, our NEOs base salaries are fixed in amount and thus do not encourage risk-taking. Bonus amounts under our bonus plan are tied to overall corporate and individual performance, and the bonus pool for executive officers is based on our performance during the fiscal year compared to pre-established target levels for three equally weighted measures: revenue, operating cash flow and non-GAAP income from operations. These three financial measures counterbalance each other, decreasing the likelihood that our NEOs will pursue any one measure to the detriment of overall

financial performance. Combined, these measures limit the ability of an executive to be rewarded for taking excessive risk on our behalf by, for example, seeking revenue enhancing opportunities at the expense of profitability. Moreover, a significant portion of compensation provided to our NEOs is in the form of long-term equity awards, including PRSUs, that help further align their interests with those of our stockholders. The Compensation Committee believes that these awards do not encourage unnecessary or excessive risk-taking because the ultimate value of the awards is tied to our stock price and because the awards are staggered and subject to long-term vesting schedules. Our executive stock ownership guidelines also help ensure that executives have significant value tied to long-term stock price performance. Additional controls such as our clawback policy, our Code of Conduct and related training, and periodic sub-certification requirements for our executives, help mitigate the risks of unethical behavior and inappropriate risk-taking.

CEO PAY RATIO

The fiscal 2019 total compensation of the median employee, based on the compensation of all employees who were employed as of November 1, 2018, other than our Co-CEOs, was $151,955. Mr. Benioff s fiscal 2019 annual total compensation was $28,391,846 and Mr. Block s fiscal 2019 annual total compensation was $16,961,156. The ratio of these amounts (our Pay Ratios) in fiscal 2019 for Mr. Benioff and Mr. Block were 1-to-187 and 1-to-112, respectively.

The fiscal 2019 Pay Ratio is a reasonable estimate calculated in a manner consistent with SEC rules based on our payroll and employment records and the methodology described herein. First, we collected employee compensation data using salary, cash bonuses, equity compensation and commissions as our consistently applied compensation measures for purposes of the Pay Ratio. Second, we identified our employee population as of November 1, 2018 based on our payroll records. Finally, we identified the median compensated employee (Median Employee) and calculated his or her total compensation consistent with the compensation for our Co-CEOs in accordance with SEC rules and as reflected in the Summary Compensation Table on page 39, the details of which are set forth in the table below:

Employee	Fiscal Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compens-ation ($)	All Other Compens-ation ($)	Total ($)
Marc Benioff, Co-CEO	2019	1,550,000		13,500,066	9,000,011	3,100,000	1,241,769	28,391,846
Keith Block, Co-CEO	2019	1,342,500	298,126	6,500,180	6,500,028	2,013,750	306,572	16,961,156
Median Employee	2019	125,535				21,335	5,085	151,955

The SEC s rules for identifying the Median Employee and calculating the Pay Ratio based on that employee s annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. As a result, the pay ratio reported by other companies may not be comparable to the

Pay Ratios reported above, as other companies have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios. In calculating our Pay Ratios, we did not annualize the compensation of any employees nor did we make use of any of the exclusions allowed under SEC rules.

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SUMMARY COMPENSATION TABLE

SUMMARY COMPENSATION TABLE

The following table sets forth, for fiscal 2019 and the two prior years, the compensation reportable for our NEOs, as determined under SEC rules.

e and Principal tion	Fiscal Year	Salary	Bonus	Stock Awards(1)	Option Awards(2)	Non-Equity Incentive Plan Compens-ation	All Other Compens-ation	Total
c Benioff	2019	$ 1,550,000		$ 13,500,066	$ 9,000,011	$ 3,100,000	$ 1,241,769(3)	$ 28,391,8
rman of the rd and	2018	$ 1,550,000				$ 3,100,000	$ 3,362	$ 4,653,3
Chief Executive cer	2017	$ 1,550,000		$ 4,373,238	$ 2,848,014	$ 3,100,000	$ 1,298,795	$ 13,170,0
h Block	2019	$ 1,342,500	$ 298,126(4)	$ 6,500,180	$ 6,500,028	$ 2,013,750	$ 306,572(5)	$ 16,961,1
Chief Executive cer	2018	$ 1,150,000				$ 1,150,000	$ 49,889	$ 2,349,8
	2017	$ 1,150,000		$ 5,059,230	$ 5,000,017	$ 1,150,000	$ 91,438	$ 12,450,6
k Hawkins	2019	$ 900,000		$ 4,000,180	$ 4,000,017	$ 900,000	$ 6,517(6)	$ 9,806,7
ident and Chief	2018	$ 750,000				$ 750,000	$ 10,909	$ 1,510,9
ncial Officer	2017	$ 750,000		$ 3,035,661	$ 3,000,014	$ 750,000	$ 1,151	$ 7,536,8
er Harris	2019	$ 1,000,000		$ 5,000,128	$ 5,000,022	$ 1,000,000	$ 421(7)	$ 12,000,5

Founder and f nology Officer	2018	$ 900,000				$ 900,000	$ 604	$ 1,800,6
	2017	$ 900,000	$ 271,438	$ 4,047,445	$ 4,000,006	$ 900,000	$ 256,138	$ 10,375,0
vas Tallapragada								
ident, nology	2019	$ 855,000		$ 5,274,648	$ 5,318,922	$ 855,000	$ 5,921(8)	$ 12,309,4
Taylor								
ident, Chief uct Officer	2019	$ 900,000		$ 5,000,128	$ 5,000,022	$ 900,000	$ 16,339(9)	$ 11,816,4

(1) Amounts reported under the Stock Awards column do not reflect compensation actually received by the NEO. Instead, the amounts reported reflect the aggregate grant date fair value of RSUs and PRSUs granted to the executives, which for RSUs is calculated by multiplying the number of shares subject to the award by the closing price of one share of our common stock on the date of grant, and for PRSUs is calculated by multiplying the number of shares subject to the award by the estimated fair value using a Monte Carlo valuation method pursuant to FASB ASC Topic 718.

(2) Amounts reported under the Option Awards column do not reflect compensation actually received by the NEO. Instead, the amounts reported are the grant date fair value of stock options granted to the executives as determined pursuant to FASB ASC Topic 718, excluding estimated forfeitures. The assumptions used to calculate the value of option awards are set forth under Note 10 of the Notes to Consolidated Financial Statements included in our annual report on Form 10-K for fiscal 2019 filed with the SEC on March 8, 2019.

(3) This amount includes an allocation of costs paid by the Company for security arrangements provided for Mr. Benioff in addition to security arrangements provided while at work or on business travel ($1,230,424). We view these security services as a necessary and appropriate business expense, but have reported incremental costs to us of the arrangements because they may be viewed as conveying a personal benefit to him. Additionally, this amount includes $3,430 for Company-paid costs of attending motivational Company leadership events and $2,916 for tax gross-ups provided with respect to such costs, consistent with how we treated these benefits for all other employees who attended such events as well as Company contributions to the Company 401(k) plan. On occasion, family members of Mr. Benioff also may accompany him, at no incremental cost to the Company, on corporate aircraft used for business purposes.

(4) This amount includes the value of an automobile ($211,703) and watch ($86,423) awarded in recognition of Mr. Block s leadership achievements.

(5) This amount includes (a) tax gross-ups provided with respect to the Company-paid cost of the automobile ($179,977) and watch ($38,005) described in footnote (4) above, (b) $45,116 for Company-paid costs of attending motivational Company leadership and sales events and $38,355 for tax gross-ups provided with respect to such costs, consistent with how we treated these benefits for all other employees who attended such events (c) de minimis consumable sundries provided to Mr. Block in connection with employee events and (d) Company contributions to the Company 401(k) plan. On occasion, family members of Mr. Block also may accompany him,

at no incremental cost to the Company, on corporate aircraft used for business purposes.

(6) This amount includes tax gross-ups with relation to Company-paid costs of attending a Company and customer leadership events ($767) as well as Company contributions to the Company 401(k) plan ($5,750).

(7) This amount represents a tax gross-up provided with respect to the Company-paid costs of attending a Company leadership event, which was provided on the same terms to all other employees who attended the event.

(8) This amount includes a tax gross-up provided with respect to the Company-paid costs of attending a Company leadership event, which was provided on the same terms to all other employees who attended the event ($421) as well as Company contributions to the Company 401(k) plan ($5,500).

(9) This amount includes Company paid costs of attending a Company leadership event ($7,312), a tax gross-up with respect to such costs, consistent with how we treated this benefit for all other employees who attended the event ($3,277), as well as Company contributions to the Company 401(k) Plan ($5,750).

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GRANTS OF PLAN-BASED AWARDS TABLE

GRANTS OF PLAN-BASED AWARDS TABLE

The following table sets forth certain information with respect to all plan-based awards granted to the NEOs during fiscal 2019.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)(3)			All Other Stock Awards: Number of Shares of Stock or Units (#)(3)	All Other Option Awards: Number of Securities Underlying Options (#)(3)	Exercise or Base Price of Option Awards(4)	Gi Dat Val St and Awa
	Grant Date	Threshold	Target	Maximum	Threshold (#)	Target (#)	Maximum (#)				
enioff	N/A		$ 3,100,000	$ 3,875,000							
	03/22/2018					104,127	208,254				$ 13,
	03/22/2018								317,105	$ 118.04	$ 9,
ock	N/A		$ 2,013,750	$ 2,517,188							
	03/22/2018					25,068	50,136				$ 3,
	03/22/2018								229,021	$ 118.04	$ 6,
	03/22/2018							27,534			$ 3,
	N/A		$ 900,000	$ 1,125,000							

03/22/2018

&n