

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

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 24, 2020**

**SABRE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-36422**  
(Commission  
File Number)

**20-8647322**  
(IRS Employer  
Identification No.)

**3150 Sabre Drive**  
**Southlake, TX**  
(Address of principal executive offices)

**76092**  
(Zip Code)

**(682) 605-1000**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$.01 par value	SABR	The Nasdaq Stock Market LLC
6.50% Series A Mandatory Convertible Preferred Stock	SABRP	The Nasdaq Stock Market LLC

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

Emerging growth company

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

**Item 7.01. Regulation FD Disclosure.**

Sabre Corporation (“Sabre”) is furnishing a presentation providing an overview of its governance and executive compensation programs, which is attached as Exhibit 99.1. The presentation will be utilized by Sabre in connection with its stockholder engagement program.

**Forward-looking statements**

Certain statements herein and in the exhibit hereto are forward-looking statements about trends, future events, uncertainties and our plans and expectations of what may happen in the future. Any statements that are not historical or current facts are forward-looking statements. In many cases, you can identify forward-looking statements by terms such as “believe,” “could,” “likely,” “expect,” “plan,” “commit,” “guidance,” “outlook,” “anticipate,” “will,” “incremental,” “preliminary,” “forecast,” “continue,” “strategy,” “confidence,” “momentum,” “estimate,” “objective,” “project,” “may,” “should,” “would,” “intend,” “potential” or the negative of these terms or other comparable terminology. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. The potential risks and uncertainties include, among others, the severity, extent and duration of the global COVID-19 pandemic and its impact on our business and results of operations, financial condition and credit ratings, as well as on the travel industry and consumer spending more broadly, the actions taken to contain the disease or treat its impact, the effect of remote working arrangements on our operations and the speed and extent of the recovery across the broader travel ecosystem, dependency on transaction volumes in the global travel industry, particularly air travel transaction volumes, including from airlines’ insolvency, suspension of service or aircraft groundings, the timing, implementation and effects of the technology investment and other strategic initiatives, the completion and effects of travel platforms, travel suppliers’ usage of alternative distribution models, exposure to pricing pressure in the Travel Network business, changes affecting travel supplier customers, maintenance of the integrity of our systems and infrastructure and the effect of any security breaches, failure to adapt to technological advancements, competition in the travel distribution market and solutions markets, implementation of software solutions, reliance on third parties to provide information technology services and the effects of these services, the finalization of an agreement to implement a full-service property management system, the execution, implementation and effects of new or renewed agreements, dependence on establishing, maintaining and renewing contracts with customers and other counterparties and collecting amounts due to us under these agreements, dependence on relationships with travel buyers, our collection, processing, storage, use and transmission of personal data and risks associated with PCI compliance, our ability to recruit, train and retain employees, including our key executive officers and technical employees, the financial and business results and effects of acquisitions, the effects of any litigation and regulatory reviews and investigations, including with respect to these acquisitions, adverse global and regional economic and political conditions, including, but not limited to, economic conditions in countries or regions with traditionally high levels of exports to China or that have commodities-based economies and the effect of “Brexit” and uncertainty due to related negotiations, risks arising from global operations, reliance on the value of our brands, failure to comply with regulations, use of third-party distributor partners, the effects of the implementation of new accounting standards, and tax-related matters, including the effect of the Tax Cuts and Jobs Act. More information about potential risks and uncertainties that could affect our business and results of operations is included in the “Risk Factors” and “Forward-Looking Statements” sections in our Quarterly Report on Form 10-Q filed with the SEC on August 10, 2020, our Annual Report on Form 10-K filed with the SEC on February 26, 2020 and our other filings with the SEC. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future events, outlook, guidance, results, actions, levels of activity, performance or achievements. Readers are cautioned not to place undue reliance on these forward-looking statements. Unless required by law, we undertake no obligation to publicly update or revise any forward-looking statements to reflect circumstances or events after the date they are made.

**Item 9.01. Exhibits**

(d) Exhibits

99.1 [Presentation on 2020 Governance and Executive Compensation Overview.](#)

104 Cover Page Interactive Data File—formatted as Inline XBRL.

**SIGNATURES**

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

Sabre Corporation

Dated: September 24, 2020

By: /s/ Douglas E. Barnett

Name: Douglas E. Barnett

Title: Executive Vice President and Chief Financial Officer



**Sabre**



# 2020 Governance and Executive Compensation Overview

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# Overview of Sabre's Governance Program

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Independent Chairman of the Board: Karl Peterson

## Board and committee composition:

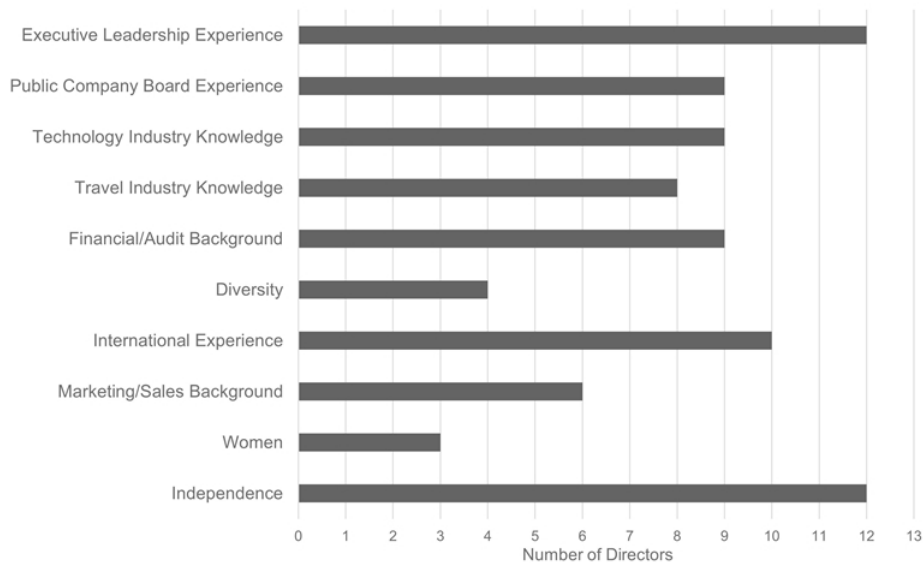
- All directors are independent, other than CEO
- Ongoing focus on Board refreshment, including through recent Board additions:
  - 2020: Gail Mandel (former CEO of Wyndham Destination Network), Gregg Saretsky (former President and CEO of WestJet) and John Scott (Chairman of Park House and A&O Hotels)
  - 2019: John Siciliano (former financial services CEO and global consultant)
  - 2017: Hervé Couturier (former EVP of R&D at Amadeus)
  - 2016: Sean Menke (CEO of Sabre) and Zane Rowe (CFO of VMware)
  - 2015: Renée James (former President of Intel)
  - 2014: George Bravante, Jr. (former Chairman of ExpressJet Holdings)
- Committee refreshment:
  - Rotation of committee chairs in April 2020 for Audit Committee (George Bravante, Jr.) and Compensation Committee (John Siciliano)

# Director Attributes

Governance and Nominating Committee considers on an ongoing basis the overall composition of Board and committees

Consideration includes attributes of current directors

Attributes of Current Directors



# Evolution of Sabre's Governance Program

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## Governance structure:

- Majority voting standard for non-contested elections
  - Board recommended adoption, and stockholders approved in May 2017
- Declassified Board
  - Board recommended adoption, and stockholders approved in May 2018
  - All directors to be annually elected by 2021 annual meeting
- Elimination of supermajority voting provisions
  - Board recommended adoption, and stockholders approved in April 2019
- Proxy access
  - Board implemented proxy access in February 2020
  - Generally permit a stockholder or group of up to 20 stockholders owning 3% or more of our outstanding common stock continuously for at least three years to nominate and include in our proxy materials director nominees constituting up to the greater of 20% of the Board of Directors or two individuals
- Recommendation for annual say-on-pay votes
  - Board anticipated to recommend that stockholders vote in favor of annual say-on-pay votes at 2021 annual meeting

# Sabre's Executive Compensation Strategy

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The Compensation Committee's strategy for Sabre's executive compensation program is designed to advance three principal objectives:

## ***Pay for performance***

- Link a significant portion of the target total direct compensation opportunities of Sabre's executive officers to its annual and long-term strategy and performance, including through grants of equity-based awards

## ***Attract, motivate, and retain***

- Set compensation at market competitive levels that enable Sabre to hire, incentivize, and retain high-caliber executive officers and that reinforce its succession planning process

## ***Long-term equity ownership***

- Provide opportunities, consistent with the interests of Sabre's stockholders, for executive officers to accumulate and hold a significant equity stake in the organization, including through performance-based equity awards, if Sabre achieve its strategic and growth objectives



# Changes to 2020 Executive Compensation Program

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Continued our ongoing, proactive stockholder engagement program in fall of 2019

- Received feedback on performance-based restricted stock unit (PSU) awards, including on the use of similar metrics for annual incentive plan and for PSU awards, as well as on the use of one-year performance periods for PSUs

Compensation Committee approved changes to PSU awards granted in March 2020, after considering stockholder feedback and market compensation practices

- Approximately one-half of these PSUs to be earned based on Adjusted Free Cash Flow metric and approximately one-half of these PSUs to be earned based on Adjusted EBITDA metric
- Adjusted Free Cash Flow PSUs were designed to include a transitional approach to facilitate the move from a one-year performance measurement period to a three-year performance measurement period
  - 16.67% of these PSUs had a one-year performance measurement period
  - 33.33% of these PSUs had a two-year performance measurement period
  - 50% of these PSUs had a three-year performance measurement period
- Adjusted EBITDA PSUs were designed to contain three consecutive one-year performance periods

# Changes to 2020 Executive Compensation Program

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## Grant of long-term performance-based cash incentive awards

- Granted in March 2020 to certain executive officers, other than the CEO
- Designed to align performance with Sabre's key strategic initiatives announced in February 2020
  - Strategic initiatives are intended to address expectations of how the retailing, distribution and fulfillment of travel will continue to evolve over the coming years
- Awards are payable in March 2022 based on Compensation Committee's determination of the extent to which these initiatives have been achieved by December 2021
  - Determination is based on the achievement of certain milestones for these initiatives, which have been refined to reflect the impact of the COVID-19 pandemic

# Challenges of COVID-19 Pandemic

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COVID-19 pandemic resulted in a sudden and severe disruption in global travel and represents a massive challenge to the travel industry

- Sabre is a mission-critical technology solutions provider to the global travel industry
- Beginning in March 2020, Sabre experienced a rapid decline in airline and hotel bookings, exacerbated by significant bookings cancellations
- The direct and severe impact of the COVID-19 pandemic on Sabre placed it at a disadvantage compared to many other technology companies with which it competes for talent, impacting Sabre's ability to accomplish its executive compensation objectives

Global outlook remains uncertain, including the recovery trajectory for the travel industry

# Executive Compensation Actions in Response to COVID-19

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## Base salary

- Implemented base salary reductions of 25% for CEO and 20% for other executive officers from March 16 through July 6

## Annual cash incentive plan

- Replaced previously approved metrics for 2020 (revenue and pre-tax/pre-annual incentive Adjusted EPS) with expense reduction metric
- Payments capped at 50% of original target annual cash incentive opportunity, payable (if at all) in December 2020

# Executive Compensation Actions in Response to COVID-19

## Equity Awards

- Granted time-based restricted stock unit awards to executive officers in June 2020
  - Compensation Committee approved in recognition of the fact that, as a technology solutions provider, Sabre directly competes for executive and key employee talent within the technology industry, as well as considering the numerous challenges facing the travel industry in today's environment
  - 50% of the awards vest on each of the first and second anniversaries of the grant date

# Executive Compensation Actions in Response to COVID-19

## Equity Awards (continued)

- Updated metrics with respect to PRSUs with 2020 performance periods
  - In light of the significant uncertainty related to the impact of COVID-19 on Sabre's financial results, the Compensation Committee approved in July 2020 amending outstanding PRSUs with 2020 performance periods to replace the financial performance metrics with the following metrics and weightings:
    - Achieve expense reduction targets for 2020 (25%)
    - Maintain capital structure/liquidity through 2020 that seeks to provide operational flexibility to manage the business through the COVID-19 pandemic (25%)
    - Negotiate a new deal structure for technology infrastructure services that achieves significant incremental cost savings over the contract term (20%)
    - Utilize a systematic process to review and address customer concession requests that seeks to minimize disruption to the business (15%)
    - Design programs by the end of 2020 for implementation in 2021 that enable employees to "work from anywhere" (to the extent allowed under local laws) and further Sabre's diversity and inclusion initiatives (15%)

# Stockholder Engagement

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Sabre is continuing its ongoing, proactive stockholder engagement program

- Will engage with stockholders regarding considerations resulting from the impact of the COVID-19 pandemic on its executive compensation program and actions taken in response to the pandemic
- Will seek input on other aspects of its executive compensation program, including the structure of the long-term equity and cash award programs, share refreshment for its omnibus incentive compensation plan, and financial performance metrics for outstanding PSUs

Results of engagement program will be shared with Governance and Nominating Committee, Compensation Committee and full Board of Directors

**Sabre**<sup>®</sup>