

CITRIX SYSTEMS INC  
Form DEF 14A  
April 15, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a)**

**of the Securities Exchange Act of 1934**

**(Amendment No.    )**

Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ "

Check the appropriate box:

<input type="checkbox"/> Preliminary Proxy Statement	<input type="checkbox"/> <b>Confidential, For Use of the Commission Only</b>
<input checked="" type="checkbox"/> Definitive Proxy Statement	<b>(as permitted by Rule 14a-6(e)(2))</b>
<input type="checkbox"/> Definitive Additional Materials	
<input type="checkbox"/> Soliciting Material Pursuant to §240.14a-12	

**Citrix Systems, 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):

☒ x No fee required.

☐ " Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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

2) Aggregate number of securities to which transaction applies:

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

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

.. Fee paid previously with preliminary materials.

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

Dear Stockholder:

April 15, 2011

You are cordially invited to attend the Annual Meeting of Stockholders of Citrix Systems, Inc. to be held on Thursday, May 26, 2011 at 4:00 p.m. PT, at our offices at 4988 Great America Parkway, Santa Clara, California 95054, United States.

At this Annual Meeting, the agenda includes the election of two (2) Class I directors for three-year terms, approval of an amendment to our Amended and Restated 2005 Equity Incentive Plan, approval of the material terms of the performance goals under that plan, the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2011, an advisory vote on the compensation of our named executive officers, and an advisory vote on the frequency of holding future advisory votes on the compensation of our named executive officers. The Board of Directors unanimously recommends that you vote FOR election of the director nominees, FOR approval of the amendment to our Amended and Restated 2005 Equity Incentive Plan, FOR approval of the material terms of the performance goals under that plan, FOR ratification of the appointment of Ernst & Young LLP, FOR approval, on an advisory basis, of the compensation of our named executive officers, and FOR approval, on an advisory basis, of the proposal to hold future advisory votes on the compensation of our named executive officers on an annual basis.

All stockholders are cordially invited to attend the Annual Meeting in person. Similar to last year, we are providing proxy material access to our stockholders via the Internet. Accordingly, you can access proxy materials and vote at [www.proxyvote.com](http://www.proxyvote.com). Details regarding the matters to be acted upon at this Annual Meeting are described in the Notice of Internet Availability of Proxy Materials you received in the mail. Please give the proxy materials your careful attention.

You may vote via the Internet or by telephone by following the instructions on your Notice of Internet Availability and on that website. In order to vote via the Internet or by telephone, you must have the stockholder identification number which is provided in your Notice. If you have requested a proxy card by mail, you may vote by signing, voting and returning that proxy card in the envelope provided. If you attend the Annual Meeting, you may vote in person even if you have previously returned your proxy card or have voted via the Internet or by telephone. Please review the instructions for each voting option described in the Notice and in this Proxy Statement. Your prompt cooperation will be greatly appreciated.

Very truly yours,

ANTONIO G. GOMES  
Vice President, Deputy General

Counsel and Secretary

**CITRIX SYSTEMS, INC.**

**851 West Cypress Creek Road**

**Fort Lauderdale, Florida 33309**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held on May 26, 2011**

To the Stockholders of Citrix Systems, Inc.:

The Annual Meeting of Stockholders of Citrix Systems, Inc., a Delaware corporation, will be held on Thursday, May 26, 2011, at 4:00 p.m. PT, at our offices at 4988 Great America Parkway, Santa Clara, California 95054, United States for the following purposes:

1. to elect two (2) Class I members to the Board of Directors as directors, each to serve for a three-year term and until his successor has been duly elected and qualified or until his earlier resignation or removal;
2. to approve an amendment to the Company's Amended and Restated 2005 Equity Incentive Plan to (i) increase the aggregate number of shares authorized for issuance under such plan by 5.5 million shares of the Company's common stock and (ii) increase the aggregate number of shares of the Company's common stock issuable pursuant to restricted stock, restricted stock units, performance units or stock grants by one million shares of the Company's common stock;
3. to approve the material terms of the performance goals under the Company's Amended and Restated 2005 Equity Incentive Plan for purposes of compensation deductibility under Internal Revenue Code Section 162(m);
4. to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2011;
5. to hold an advisory vote on the compensation of our named executive officers;
6. to hold an advisory vote on the frequency of holding future advisory votes on the compensation of our named executive officers; and
7. to transact such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

The proposal for the election of directors relates solely to the election of two (2) Class I directors nominated by the Board of Directors and does not include any other matters relating to the election of directors, including, without limitation, the election of directors nominated by any stockholder.

Only stockholders of record at the close of business on April 1, 2011 are entitled to notice of and to vote at the Annual Meeting and at any adjournment or postponement thereof.

All stockholders are cordially invited to attend the Annual Meeting in person. To assure your representation at the Annual Meeting, we urge you to vote via the Internet at [www.proxyvote.com](http://www.proxyvote.com) or by telephone by following the instructions on the Notice of Internet Availability of Proxy Materials you received in the mail and which instructions are also provided on that website, or, if you have requested a proxy card by mail, by signing, voting and returning your proxy card to Broadridge Financial Solutions, 51 Mercedes Way, Edgewood, New York 11717. For specific instructions on how to vote your shares, please review the instructions for each of these voting options as detailed in your Notice of Internet Availability and in this Proxy Statement. If you attend the Annual Meeting, you may vote in person even if you have previously returned your proxy card or have voted via the Internet or by telephone.

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In addition to their availability at [www.proxyvote.com](http://www.proxyvote.com), this Proxy Statement and our Annual Report to Stockholders are available for viewing, printing and downloading at [www.citrix.com/annualreport](http://www.citrix.com/annualreport).

By Order of the Board of Directors,

ANTONIO G. GOMES  
Vice President, Deputy General

Counsel and Secretary

Fort Lauderdale, Florida

April 15, 2011

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE PROMPTLY COMPLETE YOUR PROXY AS INDICATED ABOVE IN ORDER TO ASSURE REPRESENTATION OF YOUR SHARES. PLEASE REVIEW THE INSTRUCTIONS FOR EACH OF YOUR VOTING OPTIONS DESCRIBED IN THIS PROXY STATEMENT AND THE NOTICE YOU RECEIVED IN THE MAIL.

**CITRIX SYSTEMS, INC.**

**851 West Cypress Creek Road**

**Fort Lauderdale, Florida 33309**

**PROXY STATEMENT**

**For the Annual Meeting of Stockholders**

**To Be Held on May 26, 2011**

**April 15, 2011**

This Proxy Statement is being furnished in connection with the solicitation of proxies by the Board of Directors of Citrix Systems, Inc., a Delaware corporation, for use at the Annual Meeting of Stockholders to be held on Thursday, May 26, 2011, at 4:00 p.m. PT, at our offices at 4988 Great America Parkway, Santa Clara, California 95054, United States, or at any adjournments or postponements thereof. An Annual Report to Stockholders, containing financial statements for the year ended December 31, 2010, and this Proxy Statement are being made available to all stockholders entitled to vote at the Annual Meeting. This Proxy Statement and the form of proxy were first made available to stockholders on or about April 15, 2011.

The purposes of the Annual Meeting are to:

elect two (2) Class I directors for three-year terms;

approve an amendment to our Amended and Restated 2005 Equity Incentive Plan;

approve the material terms of the performance goals under our Amended and Restated 2005 Equity Incentive Plan for purposes of compensation deductibility under Internal Revenue Code Section 162(m);

ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2011;

hold an advisory vote on the compensation of our named executive officers; and

hold an advisory vote on the frequency of holding future advisory votes on the compensation of our named executive officers. Only stockholders of record at the close of business on April 1, 2011, which we refer to as the record date, will be entitled to receive notice of and to vote at the Annual Meeting. As of that date, 187,853,203 shares of common stock, \$.001 par value per share, were issued and outstanding. Stockholders are entitled to one vote per share on any proposal presented at the Annual Meeting. You may vote via the Internet at [www.proxyvote.com](http://www.proxyvote.com) or by telephone by following the instructions on the Notice you received in the mail and which are also provided on that website; or, if you have requested a proxy card by mail, by signing, voting and returning your proxy card. If you attend the Annual Meeting, you may vote in person even if you have previously voted by phone or via the Internet or returned a proxy card by mail.

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before it is voted. Proxies may be revoked by:

- (a) filing with our Secretary, before the taking of the vote at the Annual Meeting, a written notice of revocation bearing a later date than the proxy;

- (b) properly casting a new vote via the Internet or by telephone at any time before the closure of the Internet or telephone voting facilities;
- (c) duly completing a later-dated proxy relating to the same shares and delivering it to our Secretary before the taking of the vote at the Annual Meeting; or
- (d) attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not in and of itself constitute a revocation of a proxy).

Any written notice of revocation or subsequent proxy should be sent so as to be delivered to Citrix Systems, Inc., 851 West Cypress Creek Road, Fort Lauderdale, Florida 33309, Attention: Secretary, before the taking of the vote at the Annual Meeting.

The representation in person or by proxy of at least a majority of the outstanding shares of our common stock entitled to vote at the Annual Meeting is necessary to constitute a quorum for the transaction of business. Abstentions and broker non-votes are counted as present or represented for purposes of determining the presence or absence of a quorum for the Annual Meeting. A non-vote occurs when a nominee holding shares for a beneficial owner votes on one proposal but does not vote on another proposal because, with respect to such other proposal, the nominee does not have discretionary voting power and has not received instructions from the beneficial owner.

For Proposal 1, the election of two (2) Class I directors, each nominee shall be elected as a director if the votes cast for such nominee's election exceed the votes cast against such nominee's election. Any director who fails to receive the required number of votes for his re-election is required to submit his resignation to the Board of Directors. Our Nominating and Corporate Governance Committee (excluding any director nominee who failed to receive the required number of votes) will promptly consider any such director's resignation and make a recommendation to the Board of Directors as to whether such resignation should be accepted. The Board of Directors is required to act on the Nominating and Corporate Governance Committee's recommendation within 90 days of the certification of the stockholder vote for the Annual Meeting. For each of Proposal 2 (the approval of an amendment to our Amended and Restated 2005 Equity Incentive Plan), Proposal 3 (the approval of the material terms of the performance goals under our Amended and Restated 2005 Equity Incentive Plan), Proposal 4 (the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2011), and Proposal 5 (the advisory vote on the compensation of our named executive officers), an affirmative vote of a majority of the shares present, in person or represented by proxy, and voting on such matter is required for approval. For Proposal 6 (an advisory vote on the frequency of holding future advisory votes on the compensation of our named executive officers), in order for any of the alternatives regarding the frequency of such future advisory votes to be approved, it must receive the affirmative vote of a majority of the shares present, in person or represented by proxy, and voting on such matter. Broadridge Financial Solutions tabulates the votes. The vote on each matter submitted to stockholders is tabulated separately. Abstentions are included in the number of shares present or represented and voting on each matter. Broker non-votes are not considered voted for the particular matter and have the effect of reducing the number of affirmative votes required to achieve a majority for such matter by reducing the total number of shares from which the majority is calculated. Brokers and nominees will only have discretionary voting power as to Proposal 4 (the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2011).

The persons named as attorneys-in-fact in the proxies, Mark B. Templeton and David J. Henshall, were selected by the Board of Directors and are officers of Citrix. All properly executed proxies submitted in time to be counted at the Annual Meeting will be voted by such persons at the Annual Meeting. Where a choice has been specified on the proxy with respect to the foregoing matters, the shares represented by the proxy will be voted in accordance with the specifications. **If no such specifications are indicated, such proxies will be voted FOR election of the director nominees, FOR approval of our Amended and Restated 2005 Equity Incentive Plan, FOR ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2011, FOR the approval, on an advisory basis, of the compensation of our named executive officers and FOR the holding of future advisory votes on the compensation of our named executive officers on an annual basis.**

Aside from the proposals included in this Proxy Statement, the Board of Directors knows of no other matters to be presented at the Annual Meeting. If any other matter should be presented at the Annual Meeting upon which a vote properly may be taken, shares represented by all proxies received by the Board of Directors will be voted with respect to such matter in accordance with the judgment of the persons named as attorneys-in-fact in the proxies.



**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information regarding beneficial ownership of our common stock as of the record date:

by each person who is known by Citrix to beneficially own more than 5% of our outstanding shares of common stock;

by each of our directors and nominees;

by each of our executive officers named in the Summary Compensation Table set forth below under *Executive and Director Compensation* Summary of Executive Compensation; and

by all of our directors and executive officers as a group.

Name of Beneficial Owner	Shares Beneficially Owned(1)	Percentage of Shares Beneficially Owned(2)
FMR LLC		
Edward C. Johnson 3d(3) 6400 Northwest Sixth Way	14,339,825	7.63%
Fort Lauderdale, FL 33309		
BlackRock, Inc.(4) 40 East 52nd Street	9,981,087	5.31%
New York, NY 10022		
Mark B. Templeton(5)	812,109	*
Stephen M. Dow(6)	470,110	*
David J. Henshall(7)	145,422	*
Thomas F. Bogan(8)	106,655	*
Nanci Caldwell(9)	81,225	*
J. Gordon Payne(10)	65,704	*
Gary E. Morin(11)	63,474	*
Asiff S. Hirji(12)	61,068	*
Murray J. Demo(13)	59,185	*
Godfrey R. Sullivan(14)	55,555	*
Alvaro J. Monserrat(15)	52,500	*
Brett M. Caine(16)	32,342	*
All executive officers, directors and nominees as a group (17)(14 persons)	2,135,729	1.13%

\* Represents less than 1% of the outstanding common stock.

- (1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission, or the SEC and includes voting and investment power with respect to shares. Unless otherwise indicated below, to our knowledge, all persons listed below have sole voting and dispositive power with respect to their shares of common stock, except to the extent authority is shared by spouses under applicable law. Pursuant to the rules of the SEC, the number of shares of common stock deemed outstanding includes shares issuable upon settlement of restricted stock units held by the respective person or group that will vest within 60 days of the record date and pursuant to options held by the respective person or group that are currently exercisable or may be exercised within 60 days of the record date, which we refer to as presently exercisable stock options.
- (2) Applicable percentage of ownership is based upon 187,853,203 shares of common stock outstanding as of the record date.
- (3) With respect to information relating to FMR LLC and Edward C. Johnson 3d, the Company has relied solely on information provided in an amended Schedule 13G filed jointly by FMR LLC and Edward C. Johnson 3d with the SEC on February 14, 2011. According to such amended Schedule 13G, FMR LLC and Edward C. Johnson 3d reported sole dispositive power as to 14,339,825 shares, sole voting power as to 693,448 and 14,339,825 of the shares, respectively, and shared voting power as to none of the shares. FMR LLC and Edward C. Johnson 3d reported that Fidelity Management & Research Company, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the

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beneficial owner of 13,616,977 shares or 7.25% of our outstanding common stock.

- (4) With respect to information relating to BlackRock, Inc., we have relied solely on information supplied by such entity on an amended Schedule 13G filed with the SEC on February 3, 2011.

- (5) Includes 629,061 shares of common stock issuable pursuant to presently exercisable stock options, 13,055 shares of common stock issuable upon settlement of restricted stock units that will vest within 60 days of the record date and 101,393 shares of common stock held by the Mark B. Templeton Revocable Trust, dated June 6, 2004, Mark B. Templeton, Trustee, or the Templeton Trust. Mr. Templeton has sole voting and dispositive power with respect to all of the shares held by the Templeton Trust.
- (6) Includes 129,322 shares of common stock issuable pursuant to presently exercisable stock options and 277 shares of common stock issuable upon settlement of restricted stock units that will vest within 60 days of the record date and 316,900 shares of common stock held by the Dow Family Trust and 7,500 shares of common stock held by Dow Investments I L.P. ( Dow LP ). Mr. Dow has sole voting and dispositive power with respect to all of the shares held by Dow LP and shared voting and dispositive power with respect to all of the shares held by the Dow Family Trust. Mr. Dow disclaims beneficial ownership of the shares of common stock held by Dow LP except to the extent of his pecuniary interest therein.
- (7) Includes 81,881 shares of common stock issuable pursuant to presently exercisable stock options and 6,527 shares of common stock issuable upon settlement of restricted stock units that will vest within 60 days of the record date.
- (8) Includes 64,167 shares of common stock issuable pursuant to presently exercisable stock options and 277 shares of common stock issuable upon settlement of restricted stock units that will vest within 60 days of the record date.
- (9) Includes 75,835 shares of common stock issuable pursuant to presently exercisable stock options and 277 shares of common stock issuable upon settlement of restricted stock units that will vest within 60 days of the record date.
- (10) Includes 31,149 shares of common stock issuable pursuant to presently exercisable stock options, 2,610 shares of common stock issuable upon settlement of restricted stock units that will vest within 60 days of the record date and 19,561 shares of common stock held by the John G. Payne and Lynley J. Payne, Trustees of the 2007 Payne Family Trust u/d/t March 29, 2007, or the Payne Trust. Mr. Payne has sole voting and dispositive power with respect to all of the shares held by the Payne Trust.
- (11) Includes 19,167 shares of common stock issuable pursuant to presently exercisable stock options and 277 shares of common stock issuable upon settlement of restricted stock units that will vest within 60 days of the record date.
- (12) Includes 39,167 shares of common stock issuable pursuant to presently exercisable stock options and 277 shares of common stock issuable upon settlement of restricted stock units that will vest within 60 days of the record date.
- (13) Includes 39,167 shares of common stock issuable pursuant to presently exercisable stock options and 277 shares of common stock issuable upon settlement of restricted stock units that will vest within 60 days of the record date.
- (14) Includes 39,167 shares of common stock issuable pursuant to presently exercisable stock options and 277 shares of common stock issuable upon settlement of restricted stock units that will vest within 60 days of the record date.
- (15) Includes 24,686 shares of common stock issuable pursuant to presently exercisable stock options and 1,566 shares of common stock issuable upon settlement of restricted stock units that will vest within 60 days of the record date.
- (16) Includes 17,466 shares of common stock issuable pursuant to presently exercisable stock options and 2,610 shares of common stock issuable upon settlement of restricted stock units that will vest within 60 days of the record date and 13,637 shares of common stock held by the Susan M. Caine and Brett M. Caine Trust, or the Caine Trust. Mr. Caine has sole voting and dispositive power with respect to all of the shares held by the Caine Trust.
- (17) Includes 1,249,079 shares of common stock issuable pursuant to presently exercisable stock options and 37,445 shares of common stock issuable upon settlement of restricted stock units that will vest within 60 days of the record date.

#### **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, requires our directors, executive officers and holders of more than 10% of our common stock to file with the Securities and Exchange Commission, or the SEC, initial reports of ownership and reports of changes in ownership of our common stock. Based on our review of the copies of such filings for the year ended December 31, 2010, we believe that all Section 16(a) filing requirements were complied with during the year ended December 31, 2010, except that: David R. Friedman, David J. Henshall, Peter Levine, Alvaro Monserrat and Gordon Payne each filed two Form 4s reporting one reportable transaction later than required; Brett Caine, Mark B. Templeton and Wesley Wasson each filed one Form 4 reporting one reportable transaction later than required; and Nanci Caldwell filed one Form 4 reporting one reportable transaction later than required.

**PROPOSAL 1****ELECTION OF DIRECTOR NOMINEES**

Our Board of Directors currently consists of eight members. Our By-laws divide the Board of Directors into three classes. One class is elected each year for a term of three years. The Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee, has nominated Murray J. Demo and Asiff S. Hirji and recommended that each be elected to the Board of Directors as a Class I director, each to hold office until the Annual Meeting of Stockholders to be held in the year 2014 and until his successor has been duly elected and qualified or until his earlier death, resignation or removal. Messrs. Demo and Hirji are Class I directors whose terms expire at this Annual Meeting. The Board of Directors is also composed of:

three Class II directors (Thomas F. Bogan, Nanci Caldwell and Gary E. Morin), whose terms expire upon the election and qualification of directors at the Annual Meeting of Stockholders to be held in 2012; and

three Class III directors (Mark B. Templeton, Stephen M. Dow and Godfrey R. Sullivan), whose terms expire upon the election and qualification of directors at the Annual Meeting of Stockholders to be held in 2013.

Mr. Bogan serves as the Chairperson of the Board of Directors.

The Board of Directors knows of no reason why any of the nominees would be unable or unwilling to serve, but if any nominee should for any reason be unable or unwilling to serve, the proxies will be voted for the election of such other person for the office of director as the Board of Directors may recommend in the place of such nominee. Unless otherwise instructed, the proxy holders will vote the proxies received by them for the nominees named below.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS****A VOTE FOR THE NOMINEES LISTED BELOW**

This proposal for the election of directors relates solely to the election of two (2) Class I directors nominated by our Board of Directors and does not include any other matters relating to the election of directors, including, without limitation, the election of directors nominated by any of our stockholders.

The following table sets forth the nominees to be elected at the Annual Meeting and our continuing directors, the year each such nominee or continuing director was first elected a director, the positions with Citrix currently held by each nominee and continuing director, the year each nominee's or continuing director's current term will expire and each nominee's and continuing director's current class:

**Nominee's or Director's Name**

<b>and Year First Became a Director</b>	<b>Position(s) with Citrix</b>	<b>Year Current Term Will Expire</b>	<b>Current Class of Director</b>
<b>Nominees for Class I Directors:</b>			
Murray J. Demo 2005	Director	2011	I
Asiff S. Hirji 2006	Director	2011	I
<b>Continuing Directors:</b>			
Thomas F. Bogan 2003	Director and Chairperson	2012	II
Nanci Caldwell 2008	Director	2012	II
Gary E. Morin 2003	Director	2012	II
Mark B. Templeton 1998	President, Chief Executive Officer and Director	2013	III

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Stephen M. Dow 1989	Director	2013	III
Godfrey R. Sullivan 2005	Director	2013	III

**DIRECTORS AND EXECUTIVE OFFICERS**

Assuming the election of all of the director nominees above, the following table sets forth our directors and executive officers, their ages, and the positions currently held by each such person with Citrix. The biographical description below for each director nominee includes the specific experience, qualifications, attributes and skills that led to the conclusion by the Board of Directors that such person should serve as a director of Citrix. The biographical description of each director who is not standing for election includes the specific experience, qualifications, attributes and skills that the Board of Directors would expect to consider if it were making a conclusion currently as to whether such person should serve as a director. The Board of Directors did not currently evaluate whether these directors should serve as directors, as the terms for which they have been previously elected continue beyond the Annual Meeting.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Mark B. Templeton	58	President, Chief Executive Officer and Director
Brett M. Caine	51	Senior Vice President, Online Services Division
David R. Friedman	49	General Counsel and Senior Vice President, Human Resources
David J. Henshall	42	Senior Vice President and Chief Financial Officer
Alvaro J. Monserrat	43	Senior Vice President, Sales and Services
John Gordon Payne	49	Senior Vice President, Desktop Division
Wesley R. Wasson	44	Senior Vice President, Chief Marketing Officer
Thomas F. Bogan(1)(4)(5)(6)(10)	59	Director
Nanci Caldwell(1)(4)	53	Director
Murray J. Demo(2)(3)(4)(5)(8)(9)	49	Director
Stephen M. Dow(2)(3)(4)(5)(11)	55	Director
Asiff S. Hirji(2)(3)(4)	44	Director
Gary E. Morin(1)(4)(7)	62	Director
Godfrey R. Sullivan(2)(3)(4)	57	Director

- (1) Member of Compensation Committee
- (2) Member of Audit Committee
- (3) Member of Finance Committee
- (4) Member of Nominating and Corporate Governance Committee
- (5) Member of Strategy Committee
- (6) Chairperson of the Board of Directors
- (7) Chairperson of the Compensation Committee
- (8) Chairperson of the Audit Committee
- (9) Chairperson of the Finance Committee
- (10) Chairperson of the Nominating and Corporate Governance Committee
- (11) Chairperson of the Strategy Committee

*Mark B. Templeton* has served as our President since January 1998 and as our Chief Executive Officer from June 2001 to the present. He was elected to our Board of Directors in May 1998. Mr. Templeton is a member of the Board of Directors of Equifax, Inc., a publicly-traded credit reporting company. The Board of Directors believes Mr. Templeton's qualifications to sit on our Board of Directors include his decades of experience in the software industry, including 12 years as our President and/or Chief Executive Officer, and his deep understanding of our historical

and current business strategies, objectives and products.

*Brett M. Caine* has served as Senior Vice President, Online Services Division since October 2007. From July 2005 to October 2007, Mr. Caine served as Group Vice President of the Online Group. From August 2004 to July 2005, Mr. Caine served as President, Citrix Online. From March 2004 to August 2004, Mr. Caine served as Vice President, Worldwide Sales, Citrix Online.



*David R. Friedman* has served as our General Counsel and Senior Vice President, Human Resources since April 2006 and also served as our Secretary from October 2002 to February 2008. From October 2002 to April 2006, Mr. Friedman served as our General Counsel, Corporate Vice President and Secretary.

*David J. Henshall* has served as our Senior Vice President and Chief Financial Officer since January 2006. From April 2003 to January 2006, Mr. Henshall served as our Vice President and Chief Financial Officer.

*Alvaro J. Monserrat* has served as our Senior Vice President, Sales and Services since July 2008. From July 2007 to July 2008, Mr. Monserrat served as our Vice President of Channels and Emerging Products. Mr. Monserrat also served as our Vice President of North America Sales from October 2003 to July 2007, as our Vice President of Worldwide Field Services from March 2002 to October 2003, as our Vice President of Consulting Services from December 2001 to March 2002, and as Director of Consulting Services from February 2000 to December 2001.

*John Gordon Payne* has served as our Senior Vice President and General Manager of our Desktop Division since August 2007. From January 2007 to August 2007, Mr. Payne served as Group Vice President and General Manager of our Advanced Solutions Group. Mr. Payne also served as Product Line Executive, Emerging Products of our Virtual Systems Group from April 2006 to December 2006, and as Vice President of Marketing for our Advanced Solutions Group from December 2004 to December 2006. From January 2000 to December 2004, Mr. Payne served as the Chief Marketing Officer and Chief Financial Officer of Net6, Inc., a privately-held software company acquired by Citrix in 2004.

*Wesley R. Wasson* has served as our Senior Vice President and Chief Marketing Officer since October 2007. From September 2006 to October 2007, he served as our Corporate Vice President, Worldwide Marketing. From August 2005 to September 2006, Mr. Wasson served as the Vice President of our Application Networking Group. Prior to joining Citrix, Mr. Wasson served as Vice President of Worldwide Marketing at NetScaler, Inc., a privately-held software company acquired by Citrix in 2005.

From August 2002 to December 2004, Mr. Wasson served as the Chief Strategy Officer of NetContinuum, an application security company based in Silicon Valley.

*Thomas F. Bogan* has served as a director of Citrix since January 2003 and as Chairperson of our Board of Directors since May 2005. Since January 2010, Mr. Bogan has been a Venture Partner at Greylock Partners, a venture capital firm. From May 2004 to December 2009, Mr. Bogan was a Partner at Greylock Partners. Prior to serving at Greylock, Mr. Bogan was President of Rational Software, an S&P 500 enterprise software company, from 2000 until its sale to IBM in 2003. He previously had served Rational as its Chief Operating Officer and as General Manager of its testing business from 1996 to 2000. Prior to working at Rational, Mr. Bogan was President and Chief Executive Officer of two early stage technology companies that focused on networking and peripheral products. Mr. Bogan's earlier background was in finance, and he served as a financial officer in public and private companies as well as positions in public accounting. The Board believes Mr. Bogan's qualifications to sit on our Board of Directors include his decades of senior management experience in the software industry, both as a chief executive officer and a venture capital investor, during which time he has gained significant strategic, operational and corporate governance expertise.

*Nanci Caldwell* has served as a director of Citrix since July 2008. Since 2005, Ms. Caldwell has served as a member of a number of Boards of technology companies and currently serves on the Board of Directors of Deltek, Inc., a publicly-traded enterprise management software company, and Tibco Software Inc., a publicly-traded leading business integration and process management software company. During 2005 and 2006, Ms. Caldwell worked as a project-based technology consultant. From April 2001 to December 2004, Ms. Caldwell was Executive Vice President and CMO for PeopleSoft, Inc., a publicly-held human resource management software company, until it was acquired by Oracle Corporation, or Oracle, a publicly-traded software company, in December 2004. Ms. Caldwell also served as a member of the Board of Directors of Network General, now NetScout Inc., a publicly-traded provider of integrated network performance management solutions, from 2005 to 2007 and



Hyperion, Inc., a provider of performance management software acquired by Oracle in 2007, from 2006 to 2007. Ms. Caldwell also has served since 2007 as a member of the Board of Directors and the Audit Committee of LiveOps, a privately-held virtual call center. The Board believes Ms. Caldwell's qualifications to sit on our Board of Directors include her extensive experience with technology and software companies, including in the areas of sales and marketing, as well as her executive leadership and management expertise.

*Murray J. Demo* has served as a director of Citrix since February 2005. Mr. Demo is currently Executive Vice President and Chief Financial Officer of Dolby Laboratories, a publicly-traded global leader in entertainment technologies. From September 2007 to June 2008, Mr. Demo served as Executive Vice President and Chief Financial Officer of LiveOps, a privately-held virtual call center company. Mr. Demo served as Executive Vice President and Chief Financial Officer of Postini, Inc., a security software company, from May 2007 until it was acquired by Google Inc. in September 2007. Mr. Demo served as Executive Vice President and Chief Financial Officer from April 2005 to May 2006, Senior Vice President and Chief Financial Officer from June 2000 to April 2005, Vice President and Corporate Controller from October 1999 to June 2000, Corporate Controller from July 1998 to October 1999, Sr. Director of Finance, Product Divisions from February 1998 to July 1998 and Director of Operations Finance from August 1996 to February 1998 for Adobe Systems Incorporated, a computer software company. The Board believes Mr. Demo's qualifications to sit on our Board of Directors include his extensive experience with finance and accounting matters for global organizations in the technology industry, including the experience that he has gained in his roles as Chief Financial Officer of publicly-traded companies.

*Stephen M. Dow* has served as a director of Citrix since July 1989 and served as our Board's Chairperson from May 2002 to May 2005. Since 1983, Mr. Dow has served as a general partner of Sevin Rosen Funds, a venture capital investment firm. Mr. Dow serves on the Board of Directors of Cytokinetics, Inc., a publicly-traded biopharmaceutical company. The Board believes Mr. Dow's qualifications to sit on our Board of Directors include his experience in leading a venture

capital investment firm, during which time he has gained significant expertise in evaluating investment opportunities and overseeing management development and operations of portfolio companies, as well as the deep understanding of Citrix's organization and products that he has acquired during his more than 20 years of service on our Board of Directors.

*Asiff S. Hirji* has served as a director of Citrix since May 2006. Since April 2007, Mr. Hirji has served as a Partner of TPG Capital, L.P., a global private investment firm. From October 2006 to April 2007, Mr. Hirji served as the President, Client Group, of TD Ameritrade Holding Company, a publicly-traded provider of securities brokerage services. Mr. Hirji served as Chief Operating Officer of TD Ameritrade from July 2005 until October 2006 and as Chief Information Officer of Ameritrade from April 2003 until July 2005. The Board believes Mr. Hirji's qualifications to sit on our Board of Directors include his extensive experience with global companies, his financial and investment expertise, and his years of experience providing strategic advice to complex organizations.

*Gary E. Morin* has served as a director of Citrix since January 2003. From September 2005 until March 2006, Mr. Morin served as Executive Vice President of Lexmark International, Inc., a publicly-traded laser and inkjet printer and supplies company. From 2000 until September 2005, Mr. Morin served as Executive Vice President and Chief Financial Officer of Lexmark. Mr. Morin has served as a director of Sealy Corp., a publicly-traded bedding manufacturer, since 2006 and as a director of Infogroup Inc. from October 2008 until July 2010, a publicly-traded compiler of proprietary databases, until it was acquired by CCMP Capital Advisors in July 2010, which took Infogroup Inc. private. The Board believes Mr. Morin's qualifications to sit on our Board of Directors include his years of executive experience at publicly-traded companies, as well as his financial expertise.

*Godfrey R. Sullivan* has served as a director of Citrix since February 2005. Mr. Sullivan is the President and Chief Executive Officer of Splunk, Inc., a privately-held information technology search software company. Prior to Splunk, Mr. Sullivan worked for Hyperion Solutions Corporation, a

publicly-traded software company, where he served as President and Chief Operating Officer from 2001 through 2004 and as President and Chief Executive Officer from July 2004 until its acquisition by Oracle in April 2007. Mr. Sullivan serves on the Board of Directors of Informatica Corporation, a publicly-traded data integration company. The Board believes Mr. Sullivan's qualifications to sit on our Board of

Directors include his decades of executive and operational experience, including as a CEO, with technology and software companies.

Our executive officers are elected by the Board of Directors on an annual basis and serve until their successors have been duly elected and qualified.

## **CORPORATE GOVERNANCE**

### **Independence of Members of the Board of Directors**

Our Board of Directors has determined that each of our non-employee directors (Messrs. Bogan, Demo, Dow, Hirji, Morin and Sullivan, and Ms. Caldwell) is independent within the meaning of the director independence standards of The Nasdaq Stock Market LLC, or Nasdaq, and the SEC, including Rule 10A-3(b)(1) under the Exchange Act. Furthermore, our Board of Directors has determined that each member of each of the committees of the Board is independent within the meaning of Nasdaq's and the SEC's director independence standards. In making this determination, our Board of Directors solicited information from each of our directors regarding whether such director, or any member of his or her immediate family, had a direct or indirect material interest in any transactions involving Citrix, was involved in a debt relationship with Citrix or received personal benefits outside the scope of such person's normal compensation. Our Board of Directors considered the responses of our directors, and independently considered the commercial agreements, acquisitions, and other material transactions entered into by Citrix during 2010.

### **Board Leadership Structure**

Our Corporate Governance Guidelines provide our Board of Directors with flexibility to select the appropriate leadership structure at a particular time based on the specific needs of our business and what is in the best interests of our stockholders. Our Corporate Governance Guidelines set forth our general policy that the positions of Chairperson of the Board of Directors and Chief Executive Officer, or CEO, will be held by different persons. In certain circumstances, however, our Board may determine that it is in our best interests for the same person to hold the positions of Chairperson and CEO. In such event, the Board will appoint an independent member of our Board as the Lead Independent Director. Our general policy is that the position of Chairperson or Lead Independent Director, as the case may be, will be held by an independent member of our Board of Directors. The Chairperson (or Lead Independent Director) will preside at executive sessions of the independent directors and will bear such further responsibilities as the full Board of Directors may designate from time to time.