

BLACKBAUD INC  
Form DEF 14A  
April 24, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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

Blackbaud, 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 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):

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Fee paid previously with preliminary materials.

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(3) Filing Party:

(4) Date Filed:



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LETTER TO STOCKHOLDERS  
FROM OUR BOARD OF DIRECTORS

Fellow Blackbaud Stockholders:

Blackbaud is the world's leading cloud software company powering social good. As the leader in a large and growing market, our Company offers its customers a comprehensive solution set combined with domain expertise. As stewards of the Company, we are committed to achieving long-term performance and delivering stockholder value through a strong business model and four-point strategy for growth, which is: building integrated and open solutions in the cloud; driving sales effectiveness; expanding the Company's total addressable market into near adjacent markets through acquisitions and product investments; and improving operating efficiency. With that strategy in mind, the Board of Directors is pleased with the Company's progress over the past year.

In 2017, the Company:

- Introduced SKY AI™ and SKY Analytics™, the intelligence engine behind the growing number of insights integrated into our cloud software solutions, powered by artificial intelligence;
- Acquired AcademicWorks and JustGiving, which expanded our addressable market into scholarship management and peer-to-peer fundraising, respectively;
- Made investments to increase the effectiveness of our sales organization, with a focus on enabling our expanding sales teams with the talent, processes and tools to accelerate our revenue growth and improve effectiveness;
- Substantially completed the centralization of our operations allowing us to gain productivity, efficiency and scalability;
  - Initiated a plan to relocate some of our existing offices to highly modern and more collaborative workspaces that are more centrally located for our employees and closer to our customers;
- Provided \$23.1 million to stockholders in the form of dividends;
- Achieved our 2017 full-year financial guidance; and
- Executed against our long-term aspirational goals related to revenue growth, margin expansion and operating cash flow.

We remain committed to continuing stockholder communication and engagement to better understand your views on the Company and, in particular, our executive compensation program. In 2017, as we do every year, we reviewed our executive compensation program with our Compensation Committee's independent compensation consultant, Compensia, Inc., and evaluated our program against our industry peers.

Our compensation decisions, including the continued practice of granting annual equity awards to our executive officers that are at least 50% performance-based, reinforce our strong pay-for-performance compensation philosophy. We are committed to providing competitive, performance-based compensation opportunities to our executive officers, who collectively are responsible for making our Company successful, and are confident that our compensation program achieves this aim.

We appreciate your investment in Blackbaud and value your input and continued support.

The Board of  
Directors of  
Blackbaud, Inc.  
April 24, 2018

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NOTICE OF ANNUAL MEETING  
OF STOCKHOLDERS

Tuesday, June 12, 2018  
4:00 p.m., Eastern Time

Blackbaud Corporate Headquarters  
65 Fairchild Street, Charleston, South Carolina 29492

Fellow Blackbaud Stockholders:

The 2018 Annual Meeting of Stockholders of Blackbaud, Inc. will be held on Tuesday, June 12, 2018 at 4:00 p.m., Eastern Time, at our corporate headquarters located at 65 Fairchild Street, Charleston, South Carolina 29492, to take action on the following business:

1. To elect the two Class B directors named in the Proxy Statement, each for a three-year term expiring in 2021;
2. To hold an advisory vote to approve the 2017 compensation of our named executive officers;
3. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and
4. To transact such other business as may properly come before the meeting or any adjournment thereof.

These matters are more fully described in the Proxy Statement accompanying this Notice.

If you were a stockholder of record of Blackbaud common stock as of the close of business on April 16, 2018, you are entitled to receive this Notice and vote at the Annual Meeting of Stockholders and any adjournments or postponements thereof.

You are cordially invited to attend the meeting in person; however, to assure your representation at the meeting, you are urged to vote by proxy by following the instructions contained in the accompanying Proxy Statement. You may revoke your proxy in the manner described in the Proxy Statement at any time before it has been voted at the meeting. Any stockholder attending the meeting may vote in person even if he or she has returned a proxy.

Your vote is important. Whether or not you plan to attend the meeting, we hope that you will vote as soon as possible.

By order of the Board  
of Directors

Jon W. Olson  
Senior Vice  
President, General  
Counsel and  
Corporate Secretary  
Dated: April 24, 2018

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PROXY SUMMARY

This proxy summary is intended to provide a broad overview of the items that you will find elsewhere in this proxy statement. Because this is only a summary, it does not contain all of the information that you should consider, and you should read the entire proxy statement carefully prior to voting.

ANNUAL MEETING OF STOCKHOLDERS

TIME AND DATE: June 12, 2018, 4:00 p.m., Eastern Time

PLACE: Blackbaud Corporate Headquarters, 65 Fairchild Street, Charleston, South Carolina 29492. See "Directions to the 2018 Annual Meeting of Stockholders" on page 56 of this Proxy Statement.

RECORD DATE: April 16, 2018

VOTING: Stockholders as of the record date are entitled to vote. Each share of Blackbaud common stock is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on. Even if you plan to attend the 2018 Annual Meeting of Stockholders in person, please vote right away using one of the following advance voting methods (see page 52 for additional details). Make sure you have your proxy card or voting instruction form in hand and follow the instructions. Use the Internet Call Toll-Free Mail Your Proxy Card

8 ' \*  
www.proxyvote.com 1-800-690-6903 Follow the instructions on your proxy materials

ADMISSION: Proof of share ownership and a form of personal photo identification will be required to enter the Blackbaud Annual Meeting.

MEETING AGENDA AND VOTING MATTERS

Proposal	Board's Voting Recommendation	Voting Standard	Page Number (for more details)
No. 1 Election of two Class B directors, each for a three-year term expiring in 2021.	ü FOR (each nominee)	Majority of votes present and entitled to vote	<u>2</u>
No. 2 Advisory vote to approve the 2017 compensation of our named executive officers.	ü FOR	Majority of votes present and entitled to vote	<u>25</u>
No. 3 Ratification of appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.	ü FOR	Majority of votes present and entitled to vote	<u>50</u>

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## MEMBERS OF OUR BOARD OF DIRECTORS (pages 10-14)

Name, Primary Occupation	Age	Director Since	Class	Current Term Expires	Expiration of Term For Which Nominated	Independent	Other Public Company Boards	Committee Memberships			
								AC	CC	NCGC	ROC
Timothy Chou, Ph.D. President of Oracle On Demand, a division of Oracle Corporation (Retired)	63	2007	A	2020	-	Yes	1				1
George H. Ellis Managing Director of Huron Consulting Group, Inc.	69	2006	B	2018	2021	Yes	1			1	
Thomas R. Ertel Partner of Ernst & Young, LLP (Retired)	62	2017	C	2019	-	Yes	None			1	
Michael P. Gianoni President and CEO of Blackbaud, Inc.	57	2014	C	2019	-	No	1				
Peter J. Kight Private Investor	62	2014	A	2020	-	Yes	1			1	1
Andrew M. Leitch Chairman of the Board of Blackbaud, Inc., Regional Partner - Asia of Deloitte & Touche LLP (Retired)	74	2004	B	2018	2021	Yes	2			1	1
Sarah E. Nash Vice Chairman of JPMorgan Chase & Co. (Retired)	64	2010	C	2019	-	Yes	1			1	1
Joyce M. Nelson President and Chief Executive Officer of National Multiple Sclerosis Society (Retired)	67	2012	A	2020	-	Yes	None			1	1

1 - Committee Chair  
AC - Audit Committee  
CC - Compensation Committee  
NCGC - Nominating and Corporate Governance Committee  
ROC - Risk Oversight Committee

## INFORMATION ABOUT OUR BOARD AND COMMITTEES (pages 14-20)

## Independence



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	Number of Members		Number of Meetings During Fiscal Year 2017
Full Board	8	87.5%	5
Audit Committee	4	100%	13
Compensation Committee	3	100%	4
Nominating and Corporate Governance Committee	4	100%	4
Risk Oversight Committee	2	100%	4

2017 PERFORMANCE HIGHLIGHTS (page 26)

Total Revenue	Recurring Revenue	Non-GAAP Income from Operations <sup>(1)</sup>	Cash Flow from Operations	Non-GAAP Free Cash Flow <sup>(1)</sup>
\$788.3M (increased 7.9%)	82.6% (vs. 78.8% in 2016)	\$162.5M (increased 12.7%)	\$176.3M (increased 14.8%)	\$137.7M (increased 25.7%)

(1) See Appendix A for a reconciliation of non-GAAP financial measures to results reported in accordance with generally accepted accounting principles.

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## GOVERNANCE HIGHLIGHTS

Governance Matter	Summary Highlights	Page Number (for more details)
Board Independence	ü Independent Board, except CEO	<u>15</u>
	ü Independent Board Chairman	<u>14</u>
	ü 100% Independent Committee Members	<u>15</u>
	ü Regular Executive Sessions of Independent Directors	<u>16</u>
	ü Committee Authority to Retain Independent Advisors	<u>15</u>
Director Elections	ü Majority Voting	<u>53</u>
Meeting Attendance	ü All Directors Attended At Least 75% of the Total Number of Meetings of our Board and Committees on which the Director Served in 2017	<u>16</u>
Evaluating and Improving Board Performance	ü Annual Board Evaluations	<u>18</u>
	ü Annual Committee Evaluations	<u>18</u>
	ü Continuing Director Education	<u>22</u>
Aligning Director and Stockholder Interests	ü Director Stock Ownership Guidelines	<u>22</u>
	ü Annual Director Equity Awards	<u>20</u>
Aligning Executive Officer and Stockholder Interests	ü Executive Officer Stock Ownership Guidelines	<u>39</u>
	ü Executive Compensation Driven by Pay-For-Performance Philosophy	<u>27</u>
	ü Annual Stockholder Advisory ("Say-on-Pay") Vote	<u>25</u>
Other	ü Risk Oversight Committee of the Board	<u>20</u>
	ü Prohibition on Pledging and Hedging of Company Securities	<u>28</u>
	ü Equity Plan Prohibits Stock Option Exchanges or Repricing Without Stockholder Approval	<u>28</u>

## COMPONENTS OF EXECUTIVE COMPENSATION PROGRAM (page 27)

Component	Description
Base Salary	Fixed compensation component payable in cash
Annual Cash Bonus	Variable compensation component payable based on performance against pre-established short-term performance objectives
Annual Equity Awards	Variable long-term compensation component consisting of a combination of 1) restricted stock awards ("RSAs") or restricted stock units ("RSUs"); and 2) at least 50% performance-based restricted stock units ("PRSUs")
"Double-Trigger"	
Change in Control Severance Arrangements	Provide change in control payments and benefits to executive officers only upon a qualifying termination of employment within 12 months of a change in control of our Company
Other Benefits	Generally provide the same health and welfare benefits as offered to all of our employees

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## 2017 EXECUTIVE COMPENSATION ACTIONS (page 28)

## Base Salaries

• Maintained the base salaries of our named executive officers at their 2016 levels.

## Annual Cash Bonuses

• Due to solid financial performance in 2017, awarded cash bonuses that were, on average, 92% of each named executive officer's target annual cash bonus opportunity.

## Long-term Incentive Compensation

• Approved annual equity awards consisting of RSAs, RSUs and PRSUs for our named executive officers that met competitive market conditions, supported our retention objectives, and rewarded overall company performance.

## 2017 NEO COMPENSATION SUMMARY (page 42)

Set forth below is the 2017 compensation for each of our named executive officers as determined under SEC rules. See the notes accompanying the 2017 Summary Compensation Table beginning on page 42 for more information.

Name and Principal Position	Salary	Bonus	Stock Awards	Non-Equity		All Other Compensation	Total
				Option Awards	Incentive Plan Compensation		
Michael P. Gianoni President and CEO	\$700,027	\$—	\$6,548,087	\$—	\$646,100	\$97,937	\$7,992,151
Anthony W. Boor Executive Vice President and CFO	450,897	—	3,274,044	—	270,505	39,977	4,035,423
Kevin W. Mooney Executive Vice President and President, General Markets Group	437,107	—	2,182,696	—	264,704	32,337	2,916,844
Brian E. Boruff <sup>(1)</sup> Executive Vice President and President, Enterprise Markets Group	422,316	—	2,182,696	—	252,535	28,235	2,885,782
John J. Mistretta Executive Vice President of Human Resources	312,552	—	1,418,666	—	144,237	26,894	1,902,349
Jon W. Olson Senior Vice President and General Counsel	311,392	—	1,091,348	—	114,962	19,641	1,537,343

(1) Mr. Boruff transitioned to a new role as Executive Vice President of Partner Ecosystem and Global Alliances, effective April 9, 2018.

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2000 DANIEL ISLAND DRIVE  
CHARLESTON, SC 29492

April 24, 2018

PROXY STATEMENT

The Board of Directors of Blackbaud, Inc. (the "Board" or "Board of Directors") is furnishing you this Proxy Statement to solicit proxies on its behalf to be voted at the 2018 Annual Meeting of Stockholders of Blackbaud, Inc. The meeting will be held on Tuesday, June 12, 2018 at 4:00 p.m. Eastern Time, at Blackbaud's corporate headquarters located at 65 Fairchild Street, Charleston, South Carolina 29492. The proxies also may be voted at any adjournments or postponements of the meeting.

We are first furnishing the proxy materials including the Notice of Annual Meeting of Stockholders, this Proxy Statement, our 2017 Annual Report to Stockholders, including financial statements, and a proxy card for the meeting, by providing access to them via the Internet on April 24, 2018. All properly completed proxies submitted by Internet or telephone and properly executed written proxies that are delivered pursuant to this solicitation will be voted at the meeting in accordance with the directions given in the proxy, unless the proxy is revoked prior to completion of voting at the meeting.

Only owners of record and beneficial owners of common stock of the Company as of the close of business on the record date, April 16, 2018, are entitled to notice of, and to vote at, the meeting or at any adjournments or postponements of the meeting. Each owner of record and beneficial owner on the record date is entitled to one vote for each share of common stock held. Stockholders' votes will be tabulated by persons appointed by the Board to act as inspectors of election for the meeting.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 12, 2018.**

The Notice of Annual Meeting of Stockholders, Proxy Statement and 2017 Annual Report to Stockholders, including financial statements are available at [www.proxyvote.com](http://www.proxyvote.com)

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GOVERNANCE

PROPOSAL 1 — ELECTION OF DIRECTORS

The Board of Directors consists of eight members and is divided into three classes, the members of which each serve for a staggered three-year term. The term of office of one class of directors expires each year in rotation so that one class is elected at each annual meeting for a full three-year term. Each of our existing Class B directors, George H. Ellis and Andrew M. Leitch, have been nominated to fill a three-year term expiring in 2021. The two other classes of directors, who were elected or appointed for terms expiring at the annual meetings in 2019 and 2020, respectively, will remain in office.

If you are a stockholder of record, unless you mark your Proxy Card otherwise, the proxy holders will vote the proxies received by them for the two Class B nominees named below, each of whom is currently a director and each of whom has consented to be named in this Proxy Statement and to serve if elected. In the event that any nominee is unable or declines to serve as a director at the time of the meeting, your proxy will be voted for any nominee designated by the Board of Directors to fill the vacancy. We do not expect that any nominee will be unable or will decline to serve as a director.

If you are a beneficial owner of shares held in street name and you do not provide your broker with voting instructions, your broker may not vote your shares on the election of directors. Therefore, it is important that you vote.

ii The Board of Directors unanimously recommends that stockholders vote FOR the two Class B director nominees.

The voting requirements for this Proposal 1 are described above and under "Additional Information" on page 52 of this Proxy Statement.

Director Qualifications

The Board has identified particular qualifications, attributes, skills and experience that are important to be represented on the Board as a whole in light of the Company's current business. The Board believes the areas of director expertise that contribute to a well-functioning Board to effectively oversee the Company's strategy and management include:

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Biographies of Our Director Nominees

The biographies of our directors as of April 16, 2018 are set forth below. There are no family relationships among our directors, director nominees or executive officers. The business address for each of our directors, director nominees and executive officers for matters regarding Blackbaud is 2000 Daniel Island Drive, Charleston, South Carolina 29492.

GEORGE H. ELLIS Age 69 Director since March 2006

Managing Director of Huron Consulting Group, Inc.

INDEPENDENT DIRECTOR Class B	DIRECTOR QUALIFICATION HIGHLIGHTS
Current Term Expires 2018 Blackbaud Board Committees Audit (Chair) Other Public Boards Liquidity Services, Inc.	<ul style="list-style-type: none"> <li>ü Leadership - Former CEO</li> <li>ü Accounting and Finance</li> <li>ü Nonprofit Industry</li> <li>ü Technology and Software Industries</li> <li>ü Public Company Board Service</li> </ul>

Biography

Mr. Ellis joined the Board of Directors in March 2006. Mr. Ellis is a Managing Director of Huron Consulting Group, Inc., a Nasdaq traded consulting and services company. Mr. Ellis joined Huron in February 2015 in connection with Huron's acquisition of The Studer Group L.L.C. Mr. Ellis served as the Chief Financial Officer of The Studer Group L.L.C., a private company in the health care industry, since September 2011. Prior to that, from July 2006 to August 2011, Mr. Ellis was Chief Financial Officer of Global 360, Inc., now OpenText Corporation, a private company offering business process management services. Since April 2010, Mr. Ellis has served on the board of Liquidity Services, Inc., currently as Chairman of its audit committee. He has also served in several capacities at Softbrands, Inc., as a member of its board of directors from October 2001 to August 2009, serving as Chairman from October 2001 to June 2006, and Chief Executive Officer from October 2001 to January 2006. Mr. Ellis was the Chairman and Chief Executive Officer of AremisSoft Corporation from October 2001 to confirmation of its plan of reorganization under Chapter 11 of the Federal Bankruptcy Code in August 2002. Mr. Ellis, who served as a director of AremisSoft from April 1999 until February 2001, accepted the position at AremisSoft to assist in the reorganization. Mr. Ellis served on the board of directors of PeopleSupport, Inc. from October 2004 to October 2008. Mr. Ellis served as the Chief Operating Officer of the Community Foundation of Texas from August 1999 to July 2001. Mr. Ellis has served on the board of directors and advisory boards of several nonprofit companies in the Dallas area. Mr. Ellis is a licensed CPA and an attorney in the State of Texas. Mr. Ellis is a National Association of Corporate Directors ("NACD") Board Leadership Fellow. He has demonstrated his commitment to boardroom excellence by completing NACD's comprehensive program of study for corporate directors and supplements his skill set through ongoing engagement with the director community and access to leading practices. Mr. Ellis holds a BS in accounting from Texas Tech University and a JD from Southern Methodist University.

Experience, Skills and Qualifications of Particular Relevance to Blackbaud

Among other experience, qualifications, attributes and skills, Mr. Ellis' knowledge and experience in leading large organizations in the information technology industry and his experience with financial, auditing and legal matters, as well as with nonprofit companies, led to the conclusion of our Nominating and Corporate Governance Committee, and of our full Board, that he is well qualified to serve as a director of our Company.

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ANDREW M. LEITCH Age 74 Director since February 2004

Chairman of the Board of Blackbaud, Inc., Regional Partner - Asia of Deloitte & Touche LLP (Retired)

INDEPENDENT DIRECTOR Class B DIRECTOR QUALIFICATION HIGHLIGHTS

Current Term Expires 2018 Blackbaud Board Committees Nominating and Corporate Governance (Chair), Audit, Compensation, Risk Oversight Other Public Boards STR Holdings, Inc, Taxus Cardium Pharmaceuticals Group Inc. ü Leadership - Current Chairman ü Accounting and Finance ü Corporate Governance ü Public Company Board Service

Biography  
Mr. Leitch joined the Board of Directors in February 2004 and has served as our Chairman since July 2009. Mr. Leitch was with Deloitte & Touche LLP, an accounting firm, for over 27 years, last serving as the Vice Chairman of the Management Committee, Hong Kong from September 1997 to March 2000. Mr. Leitch has served on the boards of directors of the following public companies: STR Holdings, Inc. since November 2009; Taxus Cardium Pharmaceuticals Group Inc. since August 2007; and L & L Energy, Inc. from February 2011 to August 2011. Mr. Leitch also serves as director of other private companies. He is a licensed CPA in the State of New York and a Chartered Accountant in Ontario, Canada.

Experience, Skills and Qualifications of Particular Relevance to Blackbaud  
Among other experience, qualifications, attributes and skills, Mr. Leitch’s experience in auditing and accounting, corporate governance, board service on various other public companies as well as his leadership as our Board Chairman since July 2009, led to the conclusion of our Nominating and Corporate Governance Committee, and of our full Board, that he is well qualified to serve as a director of our Company.

Biographies of Our Directors Not Up For Re-election At This Meeting

TIMOTHY CHOU, Ph.D. Age 63 Director since June 2007

President of Oracle On Demand, a division of Oracle Corporation (Retired)

INDEPENDENT DIRECTOR Class A DIRECTOR QUALIFICATION HIGHLIGHTS

Current Term Expires 2020 Blackbaud Board Committees Nominating and Corporate Governance Other Public Boards Teradata Corporation ü Business Operations ü Technology and Software Industries ü Business Development and Corporate Transactions ü Corporate Governance ü Public Company Board Service

### Biography

Dr. Chou joined the Board of Directors in June 2007. From November 1999 until January 2005, he served as President of Oracle On Demand, a division of Oracle Corporation, a provider of enterprise software and computer hardware products and services. Prior to that, Dr. Chou served as Chief Operating Officer of Reasoning, Inc., an information technology services firm, and as Vice President, Server Products, of Oracle Corporation. Dr. Chou is the author of “The End of Software” and is a lecturer at Stanford University. He is a member of the board of directors of Teradata Corporation, a publicly traded global big data analytics and marketing applications company. Dr. Chou holds a BS in Electrical Engineering from North Carolina State University and MS and PhD degrees in Electrical Engineering from the University of Illinois Urbana-Champaign.

### Experience, Skills and Qualifications of Particular Relevance to Blackbaud

Among other experience, qualifications, attributes and skills, Dr. Chou’s knowledge and experience in the software-as-a-service and cloud computing industry, corporate governance as well as his senior leadership roles and operational experience in large organizations in the information technology industry led to the conclusion of our Nominating and Corporate Governance Committee, and of our full Board, that he is well qualified to serve as a director of our Company.

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Thomas R. Ertel      Age 62 Director since December 2017

Partner of Ernst & Young, LLP (Retired)

INDEPENDENT  
DIRECTOR Class C

DIRECTOR QUALIFICATION HIGHLIGHTS

Current Term Expires 2019	ü Accounting and Finance
Blackbaud Board	ü Business Development and Corporate Transactions
Committees Audit	
Other Public Boards None	ü Business Operations

Biography

Mr. Ertel joined the Board of Directors in December 2017. He was a Partner at Ernst & Young, LLP, an accounting firm, from June 2002 until his retirement from full-time employment in June 2017. Prior to that, Mr. Ertel spent 25 years, including 13 years as Partner, with Arthur Andersen, LLP, an accounting firm. Since October 2017, Mr. Ertel has served as Senior Vice President and Chief Accounting Officer of Strada Education Network, a nonprofit organization that strengthens America's pathways between education and employment. He holds a BS in Accounting from Ball State University and has maintained an active CPA license in the State of Indiana since 1980.

Experience, Skills and Qualifications of Particular Relevance to Blackbaud

Among other experience, qualifications, attributes and skills, Mr. Ertel's knowledge and experience in auditing and accounting, and in corporate transactions, as well as his management skills, led to the conclusion of our Nominating and Corporate Governance Committee, and of our full Board, that he is well qualified to serve as a director of our Company.

MICHAEL P.      Age 57 Director since January 2014  
GIANONI

President and Chief Executive Officer of Blackbaud, Inc.

NON-INDEPENDENT  
DIRECTOR Class C

DIRECTOR QUALIFICATION  
HIGHLIGHTS

Current Term Expires 2019	ü Leadership - Current CEO
Blackbaud Board	ü Business Operations
Committees None	
Other Public Boards Teradata Corporation	ü Technology and Software Industries
	ü Nonprofit Industry
	ü Public Company Board Service

Biography

Mr. Gianoni joined us as President, Chief Executive Officer and a member of the Board of Directors in January 2014. Prior to joining us, he served as Executive Vice President and Group President, Financial Institutions at Fiserv, Inc., a global technology provider serving the financial services industry, from January 2010 to December 2013. He joined Fiserv as President of its Investment Services division in December 2007. Mr. Gianoni was Executive Vice President and General Manager of CheckFree Investment Services, which provided investment management solutions to financial services organizations, from June 2006 until December 2007 when Fiserv acquired CheckFree. From May 1994 to November 2005, he served as Senior Vice President of DST Systems Inc., a global provider of technology-based service solutions. Mr. Gianoni is a member of the board of directors of Teradata Corporation, a publicly traded global big data analytics and marketing applications company. Mr. Gianoni has served on several

nonprofit boards across several segments, including relief organizations, hospitals, and higher education. He currently is a board member of the International African American Museum. He holds an AS in electrical engineering from Waterbury State Technical College, a BS with a business concentration from Charter Oak State College and an MBA and honorary Doctorate from the University of New Haven.

**Experience, Skills and Qualifications of Particular Relevance to Blackbaud**

Among other experience, qualifications, attributes and skills, Mr. Gianoni's unique knowledge and experience in the technology industry and his experience with nonprofit organizations, as well as his leadership as our President and CEO since January 2014, led to the conclusion of our Nominating and Corporate Governance Committee, and of our full Board, that he is well qualified to serve as a director of our Company.

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PETER J. KIGHT Age 62 Director since December 2014

Private Investor

INDEPENDENT  
DIRECTOR Class A

DIRECTOR QUALIFICATION HIGHLIGHTS

- Current Term Expires 2020 Blackbaud Board
- Committees Risk Oversight (Chair), Audit
- Other Public Boards Huntington Bancshares Incorporated
- ü Leadership - Former CEO
- ü Business Development and Corporate Transactions
- ü Business Operations
- ü Corporate Governance
- ü Public Company Board Service

Biography

Mr. Kight joined the Board of Directors in December 2014. He has been self-employed as a private investor since April 2015. Mr. Kight served as a senior advisor at Comvest Partners, a private investment firm providing equity and debt capital to middle market companies across the United States, from January 2010 to April 2015. He served as Co-Chairman and Managing Partner of Comvest Advisors, LLC, from January 2010 to April 2013. From December 2007 to March 2010, Mr. Kight served as Vice Chairman of Fiserv and as director from December 2007 to May 2012 following Fiserv's acquisition of CheckFree Corporation, a leading provider of electronic commerce services and products. Mr. Kight founded CheckFree Corporation in 1981 and served as its Chairman and Chief Executive Officer until December 2007. Mr. Kight has served on the board of directors of Huntington Bancshares Incorporated, a multi-state diversified regional bank holding company, since June 2012. Mr. Kight served on the boards of directors of Akamai Technologies, Inc., a publicly traded company that distributes computing solutions and services, from March 2004 to July 2012, and Manhattan Associates, Inc., a publicly traded company that provides supply chain planning and execution solutions, from October 2007 to July 2011.

Experience, Skills and Qualifications of Particular Relevance to Blackbaud

Among other experience, qualifications, attributes and skills, Mr. Kight's leadership experience at various other public companies, including strategic planning and operational experience, as well as valuable insight on public company governance practices, and his knowledge of the payment services industry, led to the conclusion of our Nominating and Corporate Governance Committee, and of our full Board, that he is well qualified to serve as a director of our Company.

SARAH E. NASH Age 64 Director since July 2010

Vice Chairman of JPMorgan Chase & Co. (Retired)

INDEPENDENT  
DIRECTOR Class C

DIRECTOR QUALIFICATION HIGHLIGHTS

- Current Term Expires 2019 Blackbaud Board
- Committees Compensation (Chair), Nominating and Corporate Governance
- ü Business Development and Corporate Transactions
- ü Finance
- ü Corporate Governance
- ü Nonprofit Industry

Other Public Boards Knoll,  
Inc.

üPublic Company Board Service

#### Biography

Ms. Nash joined the Board of Directors in July 2010. Ms. Nash spent nearly 30 years in investment banking at JPMorgan Chase & Co. (and predecessor companies), a financial services firm, retiring as Vice Chairman in July 2005. She currently serves on the boards of directors of Knoll, Inc. as well as private companies Novagard Solutions, Inc., HBD Industries, Inc. and Irving Oil Ltd. Ms. Nash also served on the board of directors of Merrimack Pharmaceuticals, Inc. from May 2006 until December 2014. Ms. Nash is trustee of the New York-Presbyterian Hospital, and Chair of the International Friends Advisory Board of the Montreal Museum of Fine Arts. She is also a member of the Business Leadership Council of City University of New York and the National Board of the Smithsonian Institution. Ms. Nash holds a BA in political science from Vassar College.

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Experience, Skills and Qualifications of Particular Relevance to Blackbaud

Among other experience, qualifications, attributes and skills, Ms. Nash’s knowledge and experience in capital markets, strategic transactions, corporate governance and nonprofit organizations led to the conclusion of our Nominating and Corporate Governance Committee, and of our full Board, that she is well qualified to serve as a director of our Company.

JOYCE M. NELSON Age 67 Director since September 2012

President and Chief Executive Officer of National Multiple Sclerosis Society (Retired)

INDEPENDENT DIRECTOR Class A

DIRECTOR QUALIFICATION HIGHLIGHTS

Current Term Expires 2020 Blackbaud Board	ü Leadership - Former CEO
Committees Compensation, Nominating and Corporate Governance	ü Nonprofit Industry
Other Public Boards None	ü Business Operations
Biography	ü Corporate Governance

Ms. Nelson joined the Board of Directors in September 2012. From October 2011 to her retirement from full-time employment in September 2012, Ms. Nelson served as a special consultant to the in-coming President and Chief Executive Officer of the National Multiple Sclerosis Society (“NMSS”), a nonprofit organization focused on multiple sclerosis. From November 2004 to October 2011, Ms. Nelson served as President and Chief Executive Officer of NMSS. From December 1991 to November 2004, she led NMSS's national field services and fundraising departments. From June 1985 to December 1991, she led the Mid America (Greater Kansas City) chapter of NMSS. From September 1983 to June 1985, she oversaw fundraising activities for the Northern California Chapter of NMSS. Ms. Nelson was on the board of directors of NMSS from November 2004 to November 2011 and the Multiple Sclerosis International Federation from November 2004 to November 2011, as well as the advisory board to the North Park University School of Nonprofit Management from September 2006 to June 2010. In 2016, Ms. Nelson was elected to the board of the National Endowment for Financial Education where she currently serves as Vice Chair of the Governance committee and as a member of the Compensation committee. Ms. Nelson holds a BA in English from North Park University, where she was named Distinguished Alum and awarded an honorary doctorate in 2012.

Experience, Skills and Qualifications of Particular Relevance to Blackbaud

Among other experience, qualifications, attributes and skills, Ms. Nelson’s leadership experience at a large nonprofit organization, including her knowledge and extensive operational experience in the nonprofit industry as well as her experience in corporate governance led to the conclusion of our Nominating and Corporate Governance Committee, and of our full Board, that she is well qualified to serve as a director of our Company.

BOARD OF DIRECTORS AND COMMITTEES

The Board of Directors currently comprises eight members, namely Chairman Andrew M. Leitch, Timothy Chou, Ph.D., George H. Ellis, Thomas R. Ertel, Michael P. Gianoni, Peter J. Kight, Sarah E. Nash and Joyce M. Nelson. We have historically separated the position of Chairman, currently independent director Andrew M. Leitch, and that of Chief Executive Officer (“CEO”), currently Michael P. Gianoni. While the Board of Directors believes the separation of these positions has served our Company well, and intends to maintain this separation where appropriate and practicable, the Board does not believe that it is appropriate to prohibit one person from serving as both Chairman and

CEO. We believe our leadership structure is appropriate given the size of our Company in terms of number of employees. Mr. Leitch's experience on boards of directors and management skills led to the conclusion of our Nominating and Corporate Governance Committee, and that of our full Board, that he is well qualified to serve as Chairman.

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Independence of Directors

The Board of Directors has adopted categorical standards or guidelines to assist it in making independence determinations with respect to each director. These standards are published in Section 1 of our Corporate Governance Guidelines and are available under Corporate Governance in the Company – Investor Relations section of our website at [www.blackbaud.com](http://www.blackbaud.com). Each of our directors and executive officers completes an annual questionnaire to confirm that there are no material relationships or related person transactions between such individuals and the Company other than those previously disclosed to Blackbaud and agrees to notify the Company in the event of any changes to that information. Based on its review of a summary of the answers to the questionnaires, the Board has determined that the following seven directors are independent within the meaning of Rule 5605(a)(2) of the Nasdaq Marketplace Rules: Dr. Chou; Mr. Ellis; Mr. Ertel; Mr. Kight; Mr. Leitch; Ms. Nash; and Ms. Nelson. As part of such determination of independence, the Board has affirmatively determined that none of these directors has a relationship with the Company or the Company's management that would interfere with the exercise of independent judgment in carrying out their responsibilities as directors. Mr. Gianoni, our President and CEO, is the only member of management serving as a director.

Each Board committee is composed entirely of independent directors in accordance with Rule 5605(a)(2) of the Nasdaq Marketplace Rules, the Sarbanes-Oxley Act and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934 (the "Exchange Act"), as applicable. The Board and each committee have the authority to obtain, at our expense, the advice and assistance from independent advisors, experts and others as they may deem necessary, and to the extent they engage any such advisors they consider the independence of such advisors and any conflict of interest that may exist.

Furthermore, our Compensation Committee consists entirely of independent directors in accordance with Nasdaq Marketplace Rule 5605(d)(2)(A). The Board has also determined that each member of the Compensation Committee qualifies as an "outside director" under Section 162(m) of the Internal Revenue Code, and each member qualifies as a "non-employee director" under Rule 16b-3 of the Exchange Act.

Corporate Governance Guidelines

We believe in sound corporate governance practices and have adopted formal Corporate Governance Guidelines to enhance our effectiveness. The Board of Directors adopted these Corporate Governance Guidelines in order to ensure that it has the necessary authority and practices in place to review and evaluate our business operations as needed and to make decisions that are independent of our management. The Corporate Governance Guidelines are also intended to align the interests of directors and management with those of our stockholders. The Corporate Governance Guidelines set forth the practices the Board follows, including, but not limited to, Board and Committee composition and selection, director responsibilities, director access to executive officers and employees, and CEO performance evaluation and succession planning. A copy of our Corporate Governance Guidelines is available under Corporate Governance in the Company – Investor Relations section of our website at [www.blackbaud.com](http://www.blackbaud.com).

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## Code of Business Conduct and Ethics and Code of Ethics

The Board of Directors has adopted a Code of Business Conduct and Ethics that applies to all of our directors and employees. The Board has also adopted a separate Code of Ethics for our CEO and all senior financial officers, including our Chief Financial Officer (“CFO”), who is our principal accounting officer, our Corporate Controller, or persons performing similar functions. We will provide copies of our Code of Business Conduct and Ethics and Code of Ethics without charge upon request. To obtain a copy of our Code of Business Conduct and Ethics or Code of Ethics, please send your written request to Blackbaud, Inc., 2000 Daniel Island Drive, Charleston, South Carolina 29492, Attn: General Counsel. Our Code of Business Conduct and Ethics and Code of Ethics are also available under Corporate Governance in the Company – Investor Relations section of our website at [www.blackbaud.com](http://www.blackbaud.com). We intend to disclose any amendment to or waiver of a provision of the Code of Business Conduct and Ethics or the Code of Ethics by posting such information on our website.

## Communication with the Board of Directors

Stockholders who wish to communicate with members of the Board of Directors, including the directors individually or as a group, may send correspondence to them in care of our Corporate Secretary at our principal executive offices. Such communication will be forwarded to the intended recipient(s). We currently do not intend to have our Corporate Secretary screen this correspondence, but we may change this policy if directed by the Board due to the nature or volume of correspondence.

## Information Regarding Meetings of the Board and Committees

During 2017, the Board of Directors held five meetings. Each of our current directors attended at least 75% of the aggregate of all meetings of the Board and the committees on which he or she served during 2017.

The Board has established four standing committees. The following table provides membership and meeting information for each of the committees during 2017.

Name	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Risk Oversight Committee
Timothy Chou, Ph.D. <sup>(1)</sup>		1	1	
George H. Ellis	1	†		
Thomas R. Ertel <sup>(2)</sup>	1	†		
Michael P. Gianoni				
David R. Golden <sup>(3)</sup>	1			
Peter J. Kight	1			1
Andrew M. Leitch <sup>(4)</sup>	1	†	1	1
Sarah E. Nash		1	1	
Joyce M. Nelson		1	1	
2017 Meetings	13	4	4	4

1 - Committee Chair

† - Audit Committee Financial Expert

(1) Mr. Chou served on the Compensation Committee through February 2017.

(2) Mr. Ertel joined our Board of Directors and the Audit Committee effective December 12, 2017.

(3) Mr. Golden resigned from the Board of Directors effective December 11, 2017.

(4) Mr. Leitch joined the Compensation Committee in February 2017.

Although we do not have a formal written policy with respect to directors’ attendance at our annual meetings of stockholders, we strongly encourage all directors to attend. All directors attended our 2017 Annual Meeting of Stockholders. In addition to the meetings held by the above-referenced committees, the independent non-employee members of the Board of Directors regularly meet in executive session without our CEO or any executive officers present. One purpose of these executive sessions is to evaluate the performance of management.





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Each of the above-referenced committees operates pursuant to a formal written charter. The charters for each committee, which have been adopted by the Board of Directors, contain a detailed description of the respective committee's duties and responsibilities and are available under Corporate Governance in the Company – Investor Relations section of our website at [www.blackbaud.com](http://www.blackbaud.com).

## AUDIT COMMITTEE

Committee Members (all independent)	Primary Responsibilities
	Pursuant to its charter, the Committee assists the Board in its oversight of:
	the integrity of our financial statements;
George H. Ellis (Chair)†	the performance of our internal audit function;
Thomas R. Ertel†	the qualifications, independence and performance of our independent registered public accounting firm, for whose appointment the Committee bears primary responsibility;
Peter J. Kight	the review of our annual audited financial statements and quarterly financial statements;
Andrew M. Leitch†	
2017 Meetings:	13 the review of our capital management;
† Audit Committee Financial Expert	the review of our public disclosures related to earnings, guidance and other matters as appropriate; and
	the review of our compliance with certain financial, regulatory and legal requirements.

For more information regarding the duties and operations of the Audit Committee, see “Audit Committee Report” on page 50 of this Proxy Statement.

## COMPENSATION COMMITTEE

Committee Members (all independent)	Primary Responsibilities
	Pursuant to its charter, the Committee:
	reviews and approves all compensation decisions relating to our executive officers, including approving the compensation decisions for the CEO;
Sarah E. Nash (Chair)	annually reviews and approves the compensation of our non-employee members of the Board of Directors;
Andrew M. Leitch	periodically reviews and makes recommendations to the Board of Directors with respect to incentive compensation plans and equity-based plans;
Joyce M. Nelson	
2017 Meetings:	4 periodically reviews and makes recommendations to the Board of Directors with respect to stock ownership guidelines for the Company's executive officers and non-employee directors; administers and amends the Company's various incentive compensation and other similar plans; and reviews and assesses on a periodic basis the Company's compliance with laws and regulations relating to compensation and employee benefits, and other human resource matters.

## Compensation Decisions

In evaluating incentive and other compensation and equity-based plans, the Compensation Committee considers the results of the most recent non-binding stockholder advisory Say-on-Pay vote. As part of its review, the Compensation

Committee also considers compensation data with respect to the executive officers' counterparts at the companies in our compensation peer group and the recommendations of the CEO regarding compensation for those executive officers reporting directly to him as well as other officers. See "Compensation Discussion and Analysis" beginning on page 26 of this Proxy Statement.

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NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Committee Members Primary Responsibilities

(all independent) Pursuant to its charter, the Committee has responsibility for:

- identifying individuals qualified to become Board members;
- Andrew M. Leitch (Chair) recommending to the Board director nominees for the next annual meeting of stockholders; reviewing the qualifications and independence of the members of the Board and its various committees;
- Timothy Chou, Ph.D. recommending to the Board the Corporate Governance Guidelines and reviewing such Guidelines on a regular basis to ensure compliance with sound corporate governance practices and legal, regulatory and Nasdaq requirements;
- Joyce M. Nelson 4 leading the Board and its committees in their annual self-evaluation process; and reviewing our Company’s governance scores and ratings from third parties.

Selection of Nominees for the Board of Directors

The Nominating and Corporate Governance Committee is responsible for establishing the criteria for recommending which directors should stand for re-election to the Board and the selection of new directors to serve on the Board. In addition, the Committee is responsible for establishing the procedures for our stockholders to nominate candidates to the Board. The Committee has not formulated any specific minimum qualifications for director candidates, but has determined certain desirable characteristics, including strength of character, mature judgment, career specialization, relevant technical skills, diversity of race, ethnicity, gender, age, cultural background and professional experience, and independence. With the assistance of an independent search firm, the Committee regularly identifies individuals who have expertise that would complement and enhance the current board’s skills and experience. While it does not have a specific written policy with regard to the consideration of diversity in identifying director nominees, the Committee does consider diversity to be an additional desirable characteristic in potential nominees because the Board believes that a variety of points of view contributes to a more effective decision-making process. This commitment to diversity is part of our Corporate Governance Guidelines, which are available under Corporate Governance in the Company – Investor Relations section of our website at [www.blackbaud.com](http://www.blackbaud.com).

Director Tenure

The Nominating and Corporate Governance Committee generally practices a long-term approach to board refreshment. We believe that a variety of tenures on our Board helps to provide an effective mix of deep experience and fresh perspective to our boardroom. The average tenure of Blackbaud directors is 7.3 years.

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Board Diversity

The current composition of our Board reflects the importance of diversity to the Board as approximately 38% of our directors are women or minority individuals.

Stockholder Nominations of Directors

Our Bylaws permit any stockholder of record to nominate directors. Stockholders wishing to nominate a director, whether by inclusion of such business in our proxy materials or otherwise, must deliver written notice of the nomination by registered mail, return receipt requested, to the Corporate Secretary at our principal executive offices not more than 75 and not less than 45 days before the meeting at which directors are to be elected. Any such notice must set forth the following: (a) the name, age, business address, residence and ownership of our stock of any director nominee and all information relating to the director nominee that is required to be disclosed in solicitations of proxies for elections of directors; (b) any material interest in the director nomination of such stockholder or any Stockholder Associated Person (as defined below), individually or in the aggregate; (c) as to the stockholder or any Stockholder Associated Person, their holdings of our stock and whether the stockholder has entered into transactions to manage risk with respect to such stock; (d) as to the stockholder giving notice and Stockholder Associated Person, the name and address of such stockholder, as they appear on our stock ledger, and current name and address, if different, and of such Stockholder Associated Person; and (e) to the extent known by the stockholder giving the notice, the name and address of any other stockholder supporting the nominee for election as a director. Our Bylaws define "Stockholder Associated Person" as (a) any person controlling, directly or indirectly, or acting in concert with, such stockholder, (b) any beneficial owner of our shares of stock owned of record or beneficially by such stockholder; and (c) any person controlling, controlled by or under common control with such Stockholder Associated Person. The Nominating and Corporate Governance Committee will evaluate a nominee recommended by a stockholder in the same manner in which the Committee evaluates nominees recommended by other persons as well as its own nominee recommendations.

CEO and Executive Management Succession Planning

Assuring we have appropriate executive management talent to successfully pursue our strategies is one of the Board's primary responsibilities. To this end, at least annually, the Board discusses succession planning for our CEO and the remainder of our executive management. To help fulfill the Board's responsibility, pursuant to our corporate governance guidelines, the Nominating and Corporate Governance Committee is responsible for ensuring that we have in place appropriate planning to address CEO succession both in the ordinary course of business and in emergency situations. Our CEO provides the Board with recommendations and evaluations of potential successors, along with a review of their development plans when the individuals are internal candidates.

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## RISK OVERSIGHT COMMITTEE

Committee  
Members Primary Responsibilities(all  
independent)

Pursuant to its charter, the Committee assists the Board in its oversight of:

the Company's risk management, compliance and control activities as they relate to information technology security;

Peter J. Kight  
(Chair)

the Company's cybersecurity risks, including the Company's cyber risk management practices,

Andrew M.  
Leitch

adequacy of cyber-insurance, adequacy of an incident response plan and the Company's ability to respond to a cyber breach;

2017  
Meetings:

4 the Company's systems of operational controls regarding certain legal and regulatory compliance; and the compliance with certain legal and regulatory requirements applicable to the Company.

While our Company's senior management is responsible for management of risk, the Board and its committees play a significant role in overseeing this function. Each of the committees oversees risks associated with its respective area of responsibility. In particular, the Audit Committee oversees risk related to our accounting, tax, financial and public disclosure processes. It also assesses risks associated with our financial assets. The Compensation Committee oversees risks related to our compensation and benefit plans, programs and policies to ensure sound pay practices that do not cause risks to arise that are reasonably likely to have a material adverse effect on our Company. The Nominating and Corporate Governance Committee seeks to minimize risks related to governance structure by implementing sound corporate governance principles and practices. The Risk Oversight Committee oversees risks related to information technology security, in addition to the risk oversight described above. Each of the committees regularly reports to the full Board as appropriate on its efforts at risk oversight and on any matter that rises to a material or enterprise level of risk.

## DIRECTOR COMPENSATION

The general policy of the Board of Directors is that the compensation for our non-employee directors should be a mix of cash and equity-based compensation. The Board periodically reviews our director compensation program and practices, generally once every other year, and makes changes as it deems appropriate. The current director compensation program and practices were adopted in December 2015.

For 2017, the annual compensation for our non-employee directors consisted of the following components:

Component	Amount and Description	Maximum Number of Meetings (if applicable)
Annual Cash Retainer <sup>(1)</sup>	\$50,000 (unless non-employee director elects to receive RSAs in lieu of a portion or all of his or her annual cash retainer)	8
Annual Equity Awards	Approximately \$235,000 in RSAs that vest in full on the first anniversary of the date of grant or, if earlier, immediately prior to the following annual election of directors of our Company, provided that the director is still serving as a member of the Board of Directors at that time. Recipients of RSAs have the right to vote such shares and receive dividends	
Board Chair Fee <sup>(1)</sup>	\$50,000	
	\$30,000 for the Audit Committee	12
Committee Chair Fees <sup>(1)</sup>	\$20,000 for the Compensation Committee	8
	\$15,000 for the Nominating and Corporate Governance Committee	4
	\$20,000 for the Risk Oversight Committee	4

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Committee	\$15,000 for the Audit Committee	12
Member	\$10,000 for the Compensation Committee	8
Fees <sup>(1)</sup>	\$10,000 for the Nominating and Corporate Governance Committee	4
	\$10,000 for the Risk Oversight Committee	4
Meeting Fees	All non-employee chairs and members of the Board and committees receive \$1,000 for each meeting they attend in person or by telephone above the specified maximum number of meetings for the Board and committees on which they serve	

(1) The annual cash retainer and other fees are paid on a quarterly basis.

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## 2017 Director Compensation Table

The following table sets forth the total compensation paid to each of our non-employee directors in 2017.

Name	Fees Earned or Paid in Cash <sup>(1)</sup> (\$)	Stock Awards <sup>(2)(6)</sup> (\$)	All Other Compensation <sup>(3)</sup> (\$)	Total (\$)
Timothy Chou, Ph.D.	\$ 62,500	\$ 233,270	\$ 1,464	\$297,234
George H. Ellis	80,000	233,270	1,464	314,734
Thomas R. Ertel <sup>(4)</sup>	—	—	—	—
David G. Golden <sup>(5)</sup>	65,000	233,270	1,464	299,734
Peter J. Kight	85,959	233,270	1,464	320,693
Andrew M. Leitch	148,459	233,270	1,464	383,193
Sarah E. Nash	80,437	233,270	1,464	315,171
Joyce M. Nelson	70,000	233,270	1,464	304,734

Messrs. Leitch and Kight elected to receive RSAs in lieu of their entire annual cash retainer. Accordingly, on January 3, 2017, April 1, 2017, July 3, 2017, and October 2, 2017, Messrs. Leitch and Kight each received 194, 168, 147 and 148 RSAs, respectively, with an aggregate grant date fair value of \$50,959, computed in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 718, Compensation-Stock Compensation (“FASB ASC Topic 718”). Ms. Nash elected to receive RSAs in lieu of one-half of her annual cash retainer. Accordingly, on January 3, 2017, April 1, 2017, July 3, 2017, and October 2, 2017, Ms. Nash received 97, 84, 73 and 74 RSAs, respectively, with an aggregate grant date fair value of \$25,437, computed in accordance with FASB ASC Topic 718.

On August 3, 2017, we granted each of our non-employee directors then serving 2,652 RSAs with a grant date fair value of \$233,270, computed in accordance with FASB ASC Topic 718. No options to purchase shares of our common stock or SAR awards for shares of our common stock were granted to our non-employee directors in 2017.

The amounts reported consist of dividends paid in 2017 on shares of our common stock subject to unvested RSAs granted as equity compensation.

Mr. Ertel joined our Board of Directors effective December 12, 2017.

Mr. Golden resigned from the Board of Directors and the Audit Committee effective December 11, 2017.

The following table shows the aggregate number of RSAs held by our non-employee directors as of December 31, 2017 that were received as compensation.

Name	Number of RSAs
Dr. Chou	24,551
Mr. Ellis	7,511
Mr. Ertel	—
Mr. Kight	11,359
Mr. Leitch	33,812
Ms. Nash	22,090
Ms. Nelson	15,906

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## Director Stock Ownership Guidelines

Under our Non-Employee Directors' Stock Ownership Guidelines, it is expected that our non-employee directors will accumulate, through their receipt of equity compensation, not later than three years after first receiving his or her first annual RSA, \$100,000 of our common stock. Once a non-employee director has been a director for five consecutive years, he or she is expected to accumulate, through his or her receipt of equity compensation, \$200,000 of our common stock. Additionally, non-employee directors should not dispose of any vested RSAs granted to such director until reaching these ownership targets, unless the disposition is to satisfy tax obligations resulting from the lapse of restrictions. Each of our non-employee directors is in compliance with the Non-Employee Directors' Stock Ownership Guidelines.

The following table shows the ownership levels of our non-employee directors as of December 31, 2017:

Name	Stock Ownership Requirement	Number of Shares or RSAs Owned <sup>(1)</sup>	Value of Shares or RSAs Owned <sup>(2)</sup>	Ownership as a Multiple of Requirement <sup>(2)</sup>
Dr. Chou	\$ 200,000	24,551	\$ 2,319,824	11.6x
Mr. Ellis	200,000	7,511	709,714	3.5x
Mr. Ertel <sup>(3)</sup>	—	—	—	—
Mr. Kight <sup>(4)</sup>	100,000	81,503	7,701,218	77.0x
Mr. Leitch	200,000	35,312	3,336,631	16.7x
Ms. Nash	200,000	22,090	2,087,284	10.4x
Ms. Nelson	200,000	15,906	1,502,958	7.5x

(1) Includes vested and unvested shares of our common stock subject to RSAs beneficially owned.

(2) Based on \$94.49 per share, which was the closing price of our common stock on the Nasdaq Global Select Market on December 29, 2017, the last trading day of that fiscal year.

(3) Mr. Ertel joined our Board of Directors effective December 12, 2017. Since Mr. Ertel had been a director of the Company for less than three years as of December 31, 2017, he was not required to meet an ownership target.

(4) Mr. Kight joined our Board of Directors effective December 9, 2014.

## Continuing Director Education

Our non-employee directors are encouraged to attend director education seminars that are designed to develop skills and strategies for effective service on the Board. As such, it is our policy to reimburse our non-employee directors for the reasonable and direct costs, including transportation and lodging, of attending such educational seminars. These reimbursement costs are not included in the "2017 Director Compensation Table" above.

## TRANSACTIONS WITH RELATED PERSONS

The written charter of our Audit Committee authorizes, and the Nasdaq Marketplace Rules require, our Audit Committee to review and approve related party transactions. In reviewing related party transactions, our Audit Committee applies the basic standard that transactions with related persons should be made on terms no less favorable to us than could have been obtained from unaffiliated parties. Therefore, the Audit Committee reviews the benefits of the transactions, terms of the transactions and the terms available from unrelated third parties, as applicable. All transactions other than compensatory arrangements and certain other specified categories of transactions between us and our executive officers, directors, principal stockholders and their affiliates must be approved by our Audit Committee or a majority of the disinterested directors, and must continue to be on terms no less favorable to us than could be obtained from unaffiliated third parties. Since January 1, 2017, we had no transactions in which we were a participant where the amount involved exceeded \$120,000 and one or more of our executive officers, directors, principal stockholders or their affiliates had a direct or indirect material interest.

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STOCK OWNERSHIP  
 OWNERSHIP OF EQUITY SECURITIES OF THE COMPANY  
 Five Percent Beneficial Owners of Company Stock

Set forth in the table below is information about the number of shares held by holders we know to be the beneficial owners of more than 5% of our issued and outstanding common stock as of April 16, 2018.

Name and Address	Total Shares Percentage		
	Beneficially Owned	Beneficially Owned <sup>(1)</sup>	
BlackRock, Inc. <sup>(2)</sup> 55 East 52nd Street New York, New York 10055	5,056,336	10.42	%
Eaton Vance Management <sup>(3)</sup> 2 International Place Boston, Massachusetts 02110	4,657,905	9.60	%
Brown Capital Management, LLC <sup>(4)</sup> 1201 North Calvert Street Baltimore, Maryland 21202	4,503,323	9.28	%
The Vanguard Group, Inc. <sup>(5)</sup> 100 Vanguard Boulevard Malvern, Pennsylvania 19355	4,125,129	8.50	%
Janus Henderson Group PLC <sup>(6)</sup> 201 Bishopsgate London, EC2M 3AE, United Kingdom	3,721,630	7.67	%
Wellington Management Group LLP <sup>(7)</sup> 280 Congress Street Boston, Massachusetts 02210	2,610,796	5.38	%

(1) The ownership percentages set forth in this column are based on the assumption that each of the stockholders continued to own the number of shares reflected in the table above on April 16, 2018.

Based on information contained in Schedule 13G/A filed with the SEC on January 19, 2018, by BlackRock, Inc.

(2) BlackRock reported that it had sole voting power over 4,955,557 shares and sole dispositive power over 5,056,336 shares.

(3) Based on information contained in Schedule 13G/A filed with the SEC on February 14, 2018, by Eaton Vance Management. Eaton reported that it had sole voting and dispositive power over 4,657,905 shares.

Based on information contained in Schedule 13G/A filed with the SEC on February 14, 2018, by Brown Capital

(4) Management, LLC. Brown reported that it had sole voting power over 2,776,205 shares and sole dispositive power over 4,503,323 shares.

Based on information contained in Schedule 13G/A filed with the SEC on February 8, 2018, by The Vanguard Group, Inc. Vanguard reported that it had sole voting power over 92,741 shares, shared voting power over 6,216 shares, sole dispositive power over 4,030,009 shares and shared dispositive power over 95,120 shares. Vanguard

(5) Fiduciary Trust Company, a wholly-owned subsidiary of Vanguard, is the beneficial owner of 88,904 shares of the Company as a result of serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of Vanguard, is the beneficial owner of 10,053 shares of the Company as a result of serving as investment manager of Australian investment offerings.

Based on information contained in Schedule 13G filed with the SEC on February 13, 2018, by Janus Henderson Group PLC. Janus reported that it had shared voting and dispositive power over 3,721,630 shares due to its

(6) ownership of INTECH Investment Management, LLC, Janus Capital Management LLC, Perkins Investment Management LLC, Geneva Capital Management LLC, Henderson Global Investors Limited, Janus Henderson Investors Australia Institutional Funds Management Limited and Henderson Global Investors North America Inc.

Based on information contained in Schedule 13G/A filed with the SEC on February 8, 2018, by Wellington Management Group LLP. Wellington reported that it had shared voting power over 2,330,932 shares and shared (7) dispositive power over 2,610,796 shares due to its ownership of Wellington Group Holdings LLP, Wellington Investment Advisors Holdings LLP and Wellington Management Company LLP.

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## Executive Officers and Directors

The following table sets forth information regarding beneficial ownership of our common stock by each individual named in the 2017 Summary Compensation Table on page 42, each director, and our current executive officers and directors as a group, all as of April 16, 2018. Unless otherwise noted, voting power and investment power in common stock are exercisable solely by the named person. The address for each executive officer and director is c/o Blackbaud, Inc., 2000 Daniel Island Drive, Charleston, South Carolina 29492.

Name	Shares Owned	Shares Under Exercisable SARs <sup>(1)</sup>	Total Shares Beneficially Owned	Percentage Beneficially Owned
Anthony W. Boor	98,766	—	98,766	*
Brian E. Boruff	54,831	—	54,831	*
Timothy Chou, Ph.D.	20,119	—	20,119	*
George H. Ellis	6,911	—	6,911	*
Thomas R. Ertel	1,240	—	1,240	*
Michael P. Gianoni	259,443	—	259,443	*
Peter J. Kight	81,751	—	81,751	*
Andrew M. Leitch	25,312	—	25,312	*
Kevin W. Mooney	76,356	45,741	122,097	*
Sarah E. Nash	22,214	—	22,214	*
Joyce M. Nelson	15,906	—	15,906	*
Jon W. Olson	42,169	—	42,169	*
All current executive officers and directors as a group (12 persons)	705,018	45,741	750,759	1.55 %

(1) Includes only SARs exercisable within 60 days of April 16, 2018.

\*Less than one percent.

## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our executive officers and directors and any person or entity who owns more than 10% of a registered class of our common stock to file with the SEC certain reports of ownership and changes in ownership of our securities. Executive officers, directors and stockholders who hold more than 10% of our outstanding common stock are required by the SEC to furnish us with copies of all required forms filed under Section 16(a). We prepare Section 16(a) reports on behalf of our executive officers and directors based on the information provided by them. Based solely on a review of this information and written representations from these persons that no other reports were required, we believe that, during fiscal year 2017, all our executive officers, directors and, to our knowledge, 10% stockholders complied with all applicable Section 16(a) filing requirements, with the exception of Ms. Nash, who filed a Form 4 on May 31, 2017 reporting the sale of 825 shares on May 17, 2017 and Mr. Boruff, who filed a Form 4 on May 25, 2017 reporting the acquisition of 10,346 shares upon the grant of PRSUs on May 14, 2016, the forfeiture of 1,185 shares upon the vesting of PRSUs granted in 2015 on May 16, 2016 and the forfeiture of 1,663 shares upon the vesting of PRSUs granted in 2015 on May 15, 2017.

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EXECUTIVE COMPENSATION

PROPOSAL 2 — ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

In deciding how to vote on Proposal 2, the Board urges you to specifically consider our executive compensation philosophy, policies and practices, all of which are fully described under “Compensation Discussion and Analysis” beginning on page 26 of this Proxy Statement.

Background

The Board recognizes the interest our stockholders have expressed in how we compensate our named executive officers. At the 2017 Meeting of Stockholders, in accordance with the Board’s recommendation, our stockholders endorsed holding an annual, non-binding stockholder advisory (“Say-on-Pay”) vote on the compensation of our named executive officers. As part of its commitment to our stockholders, the Board is submitting a Say-on-Pay proposal for stockholder consideration again this year. Each Say-on-Pay vote is being provided as required pursuant to Section 14A of the Securities Exchange Act. The Say-on-Pay vote is not intended to address any specific item of compensation, but rather our overall compensation philosophy, policies and practices as they relate to the named executive officers. While your vote is advisory and will not be binding on the Board, the Compensation Committee, or us, we strive to align our executive compensation program with the interests of our long-term stockholders. As they do every year, the Board and the Compensation Committee will take into account the outcome of this year’s Say-on-Pay vote when considering future compensation actions and decisions.

Say-on-Pay Proposal

The Board believes that our executive compensation is a competitive advantage in attracting and retaining the high caliber of executive talent necessary to drive our business forward and build sustainable value for our stockholders. Accordingly, we are asking our stockholders to vote FOR the following resolution:

“RESOLVED, that the stockholders approve, on an advisory basis, the compensation of the named executive officers as disclosed in this Proxy Statement for the 2018 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the SEC (which disclosure includes the Compensation Discussion and Analysis, the 2017 Summary Compensation Table and the other related tables and disclosures).”

Effect of Say-on-Pay Vote

As indicated above, the vote on Proposal 2 is advisory and will not be binding on the Board, the Compensation Committee, or us. However, because the Board values your opinions as expressed through votes and other communications with us, it and our Compensation Committee will carefully review the 2018 Say-on-Pay voting results in an effort to better understand any issues or concerns you may have with our executive compensation program. Stockholders who want to communicate with the Board on executive compensation or other matters should refer to “Communication with the Board of Directors” on page 16 of this Proxy Statement for additional information.

<sup>ii</sup> The Board of Directors unanimously recommends that stockholders vote, on an advisory basis, FOR the 2017 compensation of our named executive officers.

The voting requirements for this Proposal 2 are described under "Additional Information" on page 52 of this Proxy Statement.

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COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis describes our executive compensation program, as well as the philosophy underlying this program and our related policies and practices. It focuses on the compensation of our named executive officers ("NEO" or "NEOs") for 2017, who were:

Name	Title
Michael P. Gianoni	President and Chief Executive Officer
Anthony W. Boor	Executive Vice President and Chief Financial Officer
Kevin W. Mooney	Executive Vice President and President, General Markets Group ("GMG")
Brian E. Boruff <sup>(1)</sup>	Executive Vice President and President, Enterprise Markets Group ("EMG")
John J. Mistretta	Executive Vice President of Human Resources
Jon W. Olson	Senior Vice President and General Counsel

<sup>(1)</sup> Mr. Boruff transitioned to a new role as Executive Vice President of Partner Ecosystem and Global Alliances, effective April 9, 2018.

Executive Summary

Our executive compensation program is designed to reward our executive management for effectively building stockholder value.

2017 Business Highlights

We believe that through the strength of our business model and executive leadership team, we delivered on our strategic priorities in 2017. In particular, we:

- Introduced SKY AI™ and SKY Analytics™, the intelligence engine behind the growing number of insights integrated into our cloud software solutions, powered by artificial intelligence;
- Acquired AcademicWorks and JustGiving, which expanded our addressable market into scholarship management and peer-to-peer fundraising, respectively;
- Made investments to increase the effectiveness of our sales organization, with a focus on enabling our expanding sales teams with the talent, processes and tools to accelerate our revenue growth and improve effectiveness;
- Substantially completed the centralization of our operations allowing us to gain productivity, efficiency and scalability; and
- Initiated a plan to relocate some of our existing offices to highly modern and more collaborative workspaces that are more centrally located for our employees and closer to our customers.

These accomplishments contributed to a year of positive financial performance for us, inclusive of our mid-market cloud-transition for the NXT solutions, as we:

- Increased total revenue by 7.9%;
- Grew recurring revenue to approximately 83% of total revenue;
- Increased income from operations by 3.6%;
- Increased non-GAAP income from operations\* by 12.7%;
- Increased cash flow from operations by 14.8%
- Increased non-GAAP free cash flow\* by 25.7%;
- Returned \$23.1 million to stockholders in the form of dividends;
- Achieved our 2017 full-year financial guidance; and
- Executed against our long-term aspirational goals related to revenue growth, margin expansion and operating cash flow.

\* See Appendix A for a reconciliation of non-GAAP financial measures to results reported in accordance with generally accepted accounting principles.

In 2017, we were named to the Fortune 56 Companies Changing the World list, ranked #236 on Forbes' Best Mid-size Employer list and #83 on Forbes' Most Innovative Growth Companies list. We were listed as the 24th largest cloud software vendor worldwide in the July 2017 IDC Worldwide Software as a Service and Cloud Software Market Shares report, and ranked #127 on Software 500, the world's largest ranking of software and service providers. For a third consecutive year,

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we ranked #1 on Capterra's Top 20 Most Popular Nonprofit Software. Our President and CEO, Mike Gianoni, was named a 2017 Top 50 SaaS CEOs by The SaaS Report. Our Chief Technology Officer Mary Beth Westmoreland was named one of the 2017 Top 50 Most Powerful Women in Technology by the National Diversity Council. Blackbaud Intelligence for Good™ was named “Best Use of AI for Charity” at the AI Innovation Awards.

## Stockholder Engagement and Consideration of Last Year's Say-on-Pay Vote

Throughout each year, we actively engage in a structured and regular communication program with our stockholders. In addition to current topics of relevance including our business results and initiatives, strategy and capital structure, we invite stockholders to discuss matters related to Board composition and tenure, corporate governance, executive compensation and social responsibility, among other topics. Our goal is to be responsive to all of our stockholders and ensure we understand and address their concerns and observations. Stockholder feedback, including through direct discussions and prior stockholder votes, is reported to our Board periodically through the year.

99% At the June 13, 2017 Annual Meeting of Stockholders, approximately 99% of the shares present and entitled to vote on the matter voted to approve, on an advisory basis, the compensation of our NEOs.

We believe that these results represent a strong endorsement of our executive compensation philosophy and practices, and as such, the Compensation Committee did not make any changes to our executive compensation program in 2017. We will continue to engage our stockholders this year and in future years and consider their input in all facets of our business, including executive compensation.

## Overview of Compensation Philosophy and Executive Compensation Program

We are committed to a philosophy of pay-for-performance as it relates to executive compensation. Our executive compensation program is designed to achieve three primary objectives:

1. Market Competitiveness. Provide market competitive compensation opportunities to attract and retain executive officers and motivate them to perform at their highest level.
2. Stockholder Value Creation. Structure compensation through base salary, annual cash bonus opportunities and a combination of performance-based and time-based equity awards, which should ultimately promote increased value for our stockholders.
3. Pay-for-Performance. Ensure actual compensation realized by our executive officers is linked to the attainment and furtherance of our short-term and long-term business strategies thereby enhancing operational performance and stockholder return.

The following table describes the components of our executive compensation program and how they support these objectives:

Component	Description	Compensation Objective(s) Supported
Base Salary	Provide competitive fixed compensation payable in cash based on individual experience and contributions, corporate performance, historical compensation practices for our executive officers and an analysis of competitive market practices.	1 and 2
Annual Cash Bonus	Offer variable compensation in the form of annual cash bonus opportunities based on performance against pre-established short-term performance objectives.	1, 2 and 3
Annual Equity Awards	Provide variable long-term incentives aligned with stockholder interests consisting of a combination of 1) RSAs or RSUs; and 2) at least 50% PRSUs. Recipients of RSAs have the right to vote such shares and receive dividends while recipients of RSUs have the right to receive dividend equivalents.	1, 2 and 3
“Double-Trigger”	Provide change in control payments and benefits to our executive officers only upon a qualifying termination of employment within 12 months of a change in	1 and 2



Change in Control Severance Arrangements	control of our Company.	
Other Benefits	Generally provide the same health and welfare benefits as offered to all of our employees.	1

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2017 Executive Compensation Actions

For 2017, the Compensation Committee continued to use our executive compensation program to focus on creating incentives for our executive officers to achieve our financial and operational objectives and foster sustainable stockholder value creation.

The key compensation decisions of the Compensation Committee for 2017 for our NEOs were as follows:

Base Salaries

• Maintained the base salaries of our NEOs at their 2016 levels;

Annual Cash Bonuses

• Due to solid financial performance in 2017, awarded cash bonuses that were, on average, 92% of each NEO's target annual cash bonus opportunity; and

Long-term Incentive Compensation

• Approved grants of annual equity awards consisting of RSAs, RSUs and PRSUs for our NEOs that met competitive market conditions, supported our retention objectives and rewarded overall company performance.

2017 Corporate Governance Policies and Practices

During 2017, we maintained robust compensation-related corporate governance policies and practices including:

• The Compensation Committee is composed solely of independent directors;

• The Compensation Committee retains its own independent compensation consultant that performs no other consulting or other services for us;

• The Compensation Committee conducts an annual review of our executive compensation program, including a review of our compensation-related risk profile, to ensure that any compensation-related risks are not reasonably likely to have a material adverse effect on our Company;

• Our arrangements for paying post-employment compensation provide for “double-trigger” change in control payments and benefits;

• We do not provide material non-cash benefits (such as guaranteed retirement or pension plan benefits) or perquisites for our executive officers that are not available to our employees generally;

• The 2016 Equity and Incentive Compensation Plan does not permit stock option exchanges or repricing without stockholder approval;

• Our employees are not permitted to hedge their economic exposure to our common stock and Company directors and Section 16(a) reporting executive officers may not pledge their ownership interests in our common stock to secure a loan; and

• We emphasized performance-based compensation by continuing the practice of granting PRSUs to our NEOs that are earned through the attainment of pre-established performance objectives, and, when earned, are subject to additional time-based vesting requirements.

Executive Compensation-Setting Process

The Compensation Committee works closely with its compensation consultant and senior management to address executive compensation matters throughout the year. The Compensation Committee met four times in 2017. During these meetings, the Compensation Committee reviewed our executive compensation program and formulated its compensation actions for the year, and made decisions regarding the compensation for our CEO and the other NEOs. The Compensation Committee may create a subcommittee consisting of one or more of its members and may delegate any of its duties and responsibilities to such subcommittee, unless otherwise prohibited by applicable laws or listing standards. In addition, the Compensation Committee may delegate any of its duties and responsibilities, including the administration of equity incentive or employee benefit plans, to the Compensation Committee Chair, unless otherwise prohibited by applicable laws or listing standards.

The Compensation Committee does not seek to deliver a specified percentage of pay to our executive officers through each component of the executive compensation program; rather, it adheres to the overall principle of delivering the majority of executive compensation in variable, performance-based forms. For base salary, annual cash bonuses and

equity awards, generally our strategy has been to evaluate individual experience and contribution, corporate performance, historical compensation practices for our executive officers and competitive market analyses. With respect to base salary and annual cash bonuses, we generally target pay to be competitive to the market. At times, the Compensation Committee has approved compensation levels for individual executive officers above and below target pay positions, based on experience, individual contribution and the Company's performance relative to the compensation peer group, to ensure an appropriate pay-for-performance alignment.

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Role of the Compensation Committee

The Compensation Committee has overall responsibility for our executive compensation program and approves our executive compensation decisions. Its principal duties and responsibilities include:

- Establishing our compensation philosophy, policies and practices for our executive officers, including the compensation objectives and target pay levels, and approving the compensation peer group used for assessing the competitiveness of our executive compensation;
- Establishing and approving corporate goals and objectives relevant to the compensation of our CEO and, in light of those goals and objectives, evaluating and determining his compensation level;
  - Reviewing and overseeing the corporate goals and objectives relevant to the compensation of our other executive officers, including the other NEOs, taking into account the practices of the compensation peer group and other appropriate factors, such as corporate and individual performance and historical compensation practices for such executive officers and the recommendations of our CEO;
- Establishing appropriate compensation, retention, incentive, severance and benefit policies and programs for our executive officers;
- Reviewing and recommending, with input from the Board of Directors, incentive compensation plans for our executive officers and employees;
- Administering and amending as necessary the Company's various incentive compensation and other similar plans; and
- Conducting periodic competitive evaluations of our executive compensation program.

Our Compensation Committee operates pursuant to a written charter that further outlines its specific authority, duties and responsibilities. The charter is periodically reviewed and revised by the Compensation Committee and the Board and is available under Corporate Governance in the Company – Investor Relations section of our website at [www.blackbaud.com](http://www.blackbaud.com).

Role of our CEO

Our CEO evaluates and makes recommendations regarding the compensation of our executive officers, including the other NEOs. At the end of each fiscal year, our CEO reviews with the Compensation Committee the performance of each executive officer and makes recommendations with respect to his or her base salary, target annual cash bonus opportunity and equity awards for the ensuing year. In formulating his recommendations, our CEO considers both internal and external compensation data from our Human Resources Department and the Compensation Committee's compensation consultant. While the Compensation Committee considers the recommendations of our CEO, these recommendations are just one factor considered in its deliberations when making executive compensation decisions. The Compensation Committee consults with the full Board of Directors (excluding our CEO) in making decisions regarding our CEO's compensation.

Role of Compensation Consultant

Pursuant to its written charter, the Compensation Committee has the authority to engage the services of outside advisers, experts and others to assist it in the performance of its duties and responsibilities. In 2017, the Compensation Committee engaged Compensia, Inc. ("Compensia"), a national compensation consulting firm, to provide support and information relating to executive and director compensation. Compensia reports to the Compensation Committee and does not provide any services to management. From time to time, the Compensation Committee may direct its advisors to work with our Human Resources Department to support it in matters relating to the fulfillment of its charter.

During 2017, at the request and on behalf of our Compensation Committee, Compensia:

- Assessed our executive compensation program and practices, particularly with respect to our pay-for-performance alignment;
- Advised on the size and structure of the cash components of our executive compensation program (i.e., base salary and target annual cash bonus opportunities, and performance measures and weighting of bonuses);
- Advised on the composition, structure and competitiveness of the long-term incentive component of our executive compensation program;

- ✦Advised on the composition of our compensation peer group; and
- ✦Advised on the design and amount of the compensation package for our CEO and other executive officers.

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The Compensation Committee has evaluated Compensia's engagement, and based on the six factors for assessing independence and identifying potential conflicts of interest that are set forth in Exchange Act Rule 10C-1(b)(4), Rule 5605(d)(3)(D) of the Nasdaq Marketplace Rules and such other factors as were deemed relevant under the circumstances, has determined that its relationship with Compensia and the work of Compensia on behalf of the committee did not raise any conflict of interest, and that Compensia is independent as defined in Rule 5605(a)(2) of the Nasdaq Marketplace Rules.

Competitive Positioning

In selecting the compensation peer group, the Compensation Committee considers software or technology companies with comparable annual revenue and market capitalization. Periodically, the Compensation Committee reviews the current compensation peer group, with the assistance of its compensation consultant, to determine whether it is still appropriate. It updates the compensation peer group for changes resulting from mergers, acquisitions, bankruptcies, going private transactions and other changes in strategic focus or circumstances, removing from the group any companies that no longer fit the relevant criteria and adding ones that do. The following compensation peer group was approved by the Compensation Committee and used as a reference when making executive compensation decisions for 2017:

2017 COMPENSATION PEER GROUP

ACI Worldwide, Inc. (ACIW)	Blackbaud, Inc. Vs. Peer Group
Athenahealth, Inc. (ATHN)	Market Capitalization*
CommVault Systems, Inc. (CVLT)	
FactSet Research Systems Inc. (FDS)	
Fair Isaac Corporation (FICO)	Blackbaud, Inc. 43rd Percentile
Medidata Solutions, Inc. (MDSO)	
MicroStrategy Inc. (MSTR)	Revenue**
NetSuite Inc. (N) <sup>(1)</sup>	
Rovi Corporation (ROVI) <sup>(1)</sup>	
SS&C Technologies Holdings, Inc. (SSNC)	Blackbaud, Inc. 41st Percentile
Synchronoss Technologies, Inc. (SNCR) <sup>(2)</sup>	
Tyler Technologies, Inc. (TYL)	*Based upon data as of 12/31/2017
Veeva Systems Inc. (VEEV)	**Based upon the last four fiscal quarters ended 12/31/2017

(1) This company was subsequently removed from the peer group due to its acquisition by another entity.

(2) This company was subsequently removed from the peer group due to untimely filing notices filed during 2017.

In addition to the practices of the compensation peer group, the Compensation Committee reviews the executive pay practices of other similarly sized software or technology companies with which we compete for talent as reported in the Radford Global Technology Survey. This information is considered when making determinations for each component of compensation as well as target total direct compensation.

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Analysis of 2017 Executive Compensation

The charts below show the significant percentage of performance-based compensation reported for 2017 in the Summary Compensation Table for Mr. Gianoni, our CEO, and for our other NEOs as a group.

2017 Total Direct Compensation\* Mix

Fixed	Performance-based	Time-based
Base Salary	Annual Cash Bonus	Annual RSA or RSU Grants
Cash	Equity	

\*Base salary, actual annual cash bonus and the grant date fair value of all equity awards for 2017.

Base Salary

Base salary is the principal fixed component in our executive compensation program. The Compensation Committee reviews the base salaries of our executive officers each year and makes adjustments as it deems necessary and appropriate based on its consideration of individual experience and contributions, corporate performance, historical compensation practices for our executive officers and its assessment of the competitive market.

In 2017, the Compensation Committee decided to maintain the base salaries of our NEOs at their 2016 levels, as shown in the following table.

Name	2017 Base Salary	2016 Base Salary	Salary Adjustment \$ % Change Change	
Mr. Gianoni	\$700,000	\$700,000	\$—	%
Mr. Boor	450,880	450,880	—	%
Mr. Mooney	437,090	437,090	—	%
Mr. Boruff	422,300	422,300	—	%
Mr. Mistretta	312,540	312,540	—	%
Mr. Olson	311,380	311,380	—	%

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### Annual Cash Bonuses

Annual cash bonuses represent one of the principal variable pay components of our executive compensation program, and are reported in the “Non-Equity Incentive Plan Compensation” columns of the 2017 Summary Compensation Table and the 2017 NEO Compensation Summary on pages 42 and 7, respectively, of this Proxy Statement. During 2017, we provided our executive officers with the opportunity to earn cash bonuses based on one or more pre-established corporate performance objectives and, where applicable, the financial performance of the executive officer's market group.

### Target Annual Cash Bonus Opportunities

The following table sets forth each NEO's target annual cash bonus opportunity for 2017, as set by the Compensation Committee, and how the opportunity was weighted between corporate performance and market group performance.

All of our NEOs 2017 target annual cash bonus opportunities were unchanged from 2016.

Name	Target Annual Cash Bonus Opportunity as a Percentage of Base Salary	Weighting of Target Annual Cash Bonus Opportunity	
		Portion Attributable to Corporate Performance Metrics	Portion Attributable to Market Group Performance Metrics
Mr. Gianoni	100%	100%	—%
Mr. Boor	65%	100%	—%
Mr. Mooney	65%	70%	30%
Mr. Boruff	65%	70%	30%
Mr. Mistretta	50%	100%	—%
Mr. Olson	40%	100%	—%

### Corporate Performance Metrics

Consistent with 2016 and 2015, the Compensation Committee selected Adjusted Revenue (as defined below) and Adjusted Earnings (as defined below) as the corporate performance metrics to be used in 2017 for purposes of the corporate performance factor used to determine our executive officers' annual cash bonuses.

For purposes of determining annual cash bonuses:

“Adjusted Revenue” means our 2017 non-GAAP revenue, which excludes the impact of acquisition-related deferred revenue write-downs, as presented in our periodic reports filed with the SEC within the section “Management's discussion and analysis of financial condition and results of operations” of those reports.

“Adjusted Earnings” means our 2017 non-GAAP income from operations, which excludes the impact of acquisition-related deferred revenue write-downs, stock-based compensation charges, costs associated with amortization of intangibles arising from business combinations, impairment of capitalized software development costs due to business combinations, acquisition-related integration costs, acquisition-related expenses, CEO transition costs and restructuring costs. Non-GAAP income from operations is also presented in our periodic reports filed with the SEC within the section “Management's discussion and analysis of financial condition and results of operations” of those reports. Adjusted Earnings is calculated before bonus expense.

The Compensation Committee selected “Adjusted Earnings” as a performance metric for 2017 because it focuses on results of operations, without considering the cost of financing those operations (interest in debt or gains and losses on debt extinguishment and termination of derivative instruments), our tax provision, and non-operating items like interest income and foreign exchange transaction gains and losses.

Achievement against the corporate performance metrics is calculated on a constant currency basis, using foreign exchange rates in effect during the 2016 base year. In addition, the impact of companies we acquired during 2017 were excluded from the calculations of Adjusted Revenue and Adjusted Earnings. The Compensation Committee weighted the corporate performance metrics at 60% for Adjusted Revenue and 40% for Adjusted Earnings. The Compensation Committee also determined the threshold levels for each performance metric that would have to be achieved for any amount to be paid with respect that metric, as set forth in the following table.



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The determination of each NEO's potential payout under the corporate performance metrics was based on the following matrix:

Corporate Performance Metric	Performance				
	2017 Target (in millions)	Below Threshold	Threshold	Target	Maximum
Adjusted Revenue	\$ 795.1	<90.0%	90.0	% 100.0	% 115.0
Adjusted Earnings	\$ 193.7	<90.0%	90.0	% 100.0	% 115.0
Maximum individual potential bonus as percentage of target		Payout —	% 62.5	% 100.0	% 200.0

For each of our performance metrics, the Compensation Committee set the performance target at a level it believed was reasonably achievable while requiring what it believed would be outstanding performance to achieve the maximum payout level.

For 2017, our achievement against the corporate performance metrics was 97.2% with respect to Adjusted Revenue and 96.4% with respect to Adjusted Earnings, for a corporate performance factor of approximately 96.9%. The corporate performance factor decreased payments by 2.5% for every 1% of achievement below the target performance level. Therefore, the Compensation Committee determined that, with respect to the corporate performance metrics, the application of the corporate factor resulted in a payout of approximately 92.3% of the target payout.

## NEO Performance Metrics and Annual Cash Bonus Determinations

## Mr. Gianoni

The Compensation Committee determined Mr. Gianoni's 2017 bonus entirely based on the achievement of the corporate performance metrics as described above. Accordingly, Mr. Gianoni received \$646,100 (approximately 92.3% of his total target annual cash bonus opportunity).

## Mr. Boor

The Compensation Committee determined Mr. Boor's 2017 bonus entirely based on the achievement of the corporate performance metrics as described above. Accordingly, Mr. Boor received \$270,505 (approximately 92.3% of his total target annual cash bonus opportunity).

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Mr. Mooney

The Compensation Committee determined Mr. Mooney's 2017 bonus 70% based on the achievement of the corporate performance metrics described above and 30% based on the achievement of overall GMG performance. For the corporate performance component of his 2017 bonus, Mr. Mooney received \$183,563 (approximately 92.3% of the 70% of his target annual cash bonus opportunity attributable to corporate performance).

For the overall GMG performance component of his 2017 bonus, Mr. Mooney received \$81,141 (approximately 95.2% of the 30% of his target cash bonus opportunity attributable to GMG performance). The Compensation Committee evaluated overall GMG performance against Adjusted Revenue and Adjusted Earnings as follows:

GMG Performance Metric	2017 Target (in millions)	Performance				
		Below Threshold	Threshold	Target	Maximum	
Adjusted Revenue	\$ 411.6	<90.0%	90.0	% 100.0	% 115.0	%
Adjusted Earnings	\$ 205.2	<90.0%	90.0	% 100.0	% 115.0	%
Maximum potential bonus as percentage of target		Payout —	% 62.5	% 100.0	% 200.0	%

The Adjusted Revenue and Adjusted Earnings threshold levels both had to be achieved for any GMG performance bonus to be paid. The Adjusted Revenue and Adjusted Earnings metrics were each measured quarterly and annually. The Adjusted Revenue metric was weighted 60% while Adjusted Earnings was weighted 40%. For 2017, GMG achieved an overall GMG performance bonus factor of approximately 98.1%. The GMG performance factor decreased payments by 2.5% for every 1% of achievement below the target performance level.

Mr. Boruff

The Compensation Committee determined Mr. Boruff's 2017 bonus 70% based on the achievement of the corporate performance metrics described above and 30% based on the achievement of overall EMG performance. For the corporate performance component of his 2017 bonus, Mr. Boruff received \$177,351 (approximately 92.3% of the 70% of his target annual cash bonus opportunity attributable to corporate performance).

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For the overall EMG performance component of his 2017 bonus, Mr. Boruff received \$75,184 (approximately 91.3% of the 30% of his target annual cash bonus opportunity attributable to EMG performance). The Compensation Committee evaluated overall EMG performance against Adjusted Revenue and Adjusted Earnings as follows:

EMG Performance Metric	2017 Target (in millions)	Performance				
		Below Threshold	Threshold	Target	Maximum	
Adjusted Revenue	\$ 338.3	<90.0%	90.0	% 100.0	% 115.0	%
Adjusted Earnings	\$ 187.2	<90.0%	90.0	% 100.0	% 115.0	%
Maximum potential bonus as percentage of target		Payout —	% 62.5	% 100.0	% 200.0	%

The Adjusted Revenue and Adjusted Earnings threshold levels both had to be achieved for any EMG performance bonus to be paid. The Adjusted Revenue and Adjusted Earnings metrics were each measured quarterly and annually. The Adjusted Revenue metric was weighted 60% while Adjusted Earnings was weighted 40%. For 2017, EMG achieved an overall performance bonus factor of approximately 96.5%. The EMG performance factor decreased payments by 2.5% for every 1% of achievement below the target performance level.

## Mr. Mistretta

The Compensation Committee determined Mr. Mistretta's 2017 bonus entirely based on the achievement of the corporate performance metrics as described above. Accordingly, Mr. Mistretta received \$144,237 (approximately 92.3% of his total target annual cash bonus opportunity).

## Mr. Olson

The Compensation Committee determined Mr. Olson's 2017 bonus entirely based on the achievement of the corporate performance metrics as described above. Accordingly, Mr. Olson received \$114,962 (approximately 92.3% of his total target annual cash bonus opportunity).

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Summary of Annual Cash Bonus Payments

The following illustrates the 2017 annual cash bonus opportunities for our NEOs and their respective payout amounts.  
Long-Term Incentive Compensation

Our Long-term Incentive Plan ("LTIP") is designed to align the interest of our executive officers with the interests of our stockholders and serve as an important means for executive retention. Based on feedback from our stockholders and our assessment of the competitive market, at least 50% of the equity awards granted to our NEOs are performance-based with the balance of their equity awards being time-based. In 2017, the Compensation Committee granted our executive officers their annual LTIP awards in the first fiscal quarter.

The following table sets forth the number of shares of our common stock subject to RSAs, RSUs and PRSUs granted to each NEO on February 14, 2017 under our LTIP, which are reflected in the 2017 Summary Compensation Table below. The Compensation Committee determined LTIP award levels for our NEOs after considering peer group equity award practices, individual performance, criticality of each NEO's role, expected future contributions of and the long-term retention objectives for each NEO and our performance compared to our compensation peer group.

Name	Number of RSAs	Number of RSUs <sup>(1)</sup>	Number of PRSUs
Mr. Gianoni	37,810	—	52,934
Mr. Boor	22,686	—	22,686
Mr. Mooney	15,124	—	15,124
Mr. Boruff	15,124	—	15,124
Mr. Mistretta	—	9,830	9,830
Mr. Olson	7,562	—	7,562

<sup>(1)</sup> Consistent with 2016, Mr. Mistretta received RSUs in lieu of RSAs as he is eligible for our LTIP retirement benefit, which is described on page 38.

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## 2017 PRSU Awards to NEOs

In February 2017, the Compensation Committee granted PRSUs to our NEOs (the "2017 PRSUs"). Shares of our common stock subject to the 2017 PRSUs may be earned and become eligible for vesting if the following threshold performance criteria are met (together, the "2017 PRSU Performance Metrics"):

- i. During the one-year period from January 1, 2017 to December 31, 2017 (the "Performance Period"), we achieve Non-GAAP Adjusted Revenue of a minimum of \$763.0 million; and
- ii. During the Performance Period, we achieve Non-GAAP Adjusted Income from Operations of \$156.4 million.

For purposes of determining 2017 PRSU attainment:

"Non-GAAP Adjusted Revenue" means our 2017 non-GAAP revenue as presented in our periodic reports filed with the SEC (within the section "Management's discussion and analysis of financial condition and results of operations" of those reports), adjusted to exclude acquisition-related revenue associated with companies acquired during the Performance Period, as well as the effects of any fair value adjustments to acquired deferred revenue.

"Non-GAAP Adjusted Income from Operations" means our 2017 non-GAAP income from operations as presented in our periodic reports filed with the SEC (within the section "Management's discussion and analysis of financial condition and results of operations" of those reports), adjusted to exclude the impact during the Performance Period of acquisitions as contemplated by the Non-GAAP Adjusted Revenue performance metric set forth above.

Based on our stated strategy of simultaneous growth and improving profitability, the Compensation Committee believed that, the pre-established performance levels for revenue and operating income closely aligned our strategic goals with the interests of our stockholders. Moreover, to focus our executive officers on the importance of continuing to grow our revenues significantly, the Compensation Committee believed that it was appropriate to emphasize revenues as a performance metric in both our annual cash bonus opportunities and the 2017 PRSUs.

To the extent earned, the 2017 PRSUs are eligible for vesting in three equal annual installments starting in February 2018. Achievement against the 2017 PRSU Performance Metrics was to be calculated on a constant currency basis, eliminating both positive and negative effects of currency exchange rate fluctuations. The Compensation Committee weighted the 2017 PRSU Performance Metrics equally. The threshold levels for both 2017 PRSU Performance Metrics had to be achieved or exceeded for there to be a payout.

The Compensation Committee evaluated our performance against the 2017 PRSU Performance Metrics as follows:

2017 PRSU Performance Metrics	Performance (dollars in millions)			
	Below Threshold	Threshold	Target	Maximum
Non-GAAP Adjusted Revenue	< \$763.0	\$763.0	\$785-\$795	> \$808.0
Non-GAAP Adjusted Income from Operations	< \$156.4	\$156.4	\$160.9-\$163.0	> \$165.6
Maximum potential number of shares as percentage of target	—%	50.0%	100.0%	150.0%

Our achievement against the 2017 PRSU Performance Metrics was \$773.0 million or 72.7% with respect to Non-GAAP Adjusted Revenue and \$160.9 million or 100.0% with respect to Non-GAAP Adjusted Income from Operations, for a combined performance factor of approximately 86.35%. As a result, the Compensation Committee determined that 86.35% of the shares of our common stock subject to the 2017 PRSUs will vest according to the time-based vesting schedule set forth above subject to each NEO's continued employment as of each vesting date.

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Post-Employment Compensation  
Change In Control Payments and Benefits

We have entered into arrangements with our NEOs which provide for payments and benefits upon a termination of employment in connection with a change in control of the Company. These arrangements provide for a "double-trigger," that is, they generally only provide payments and benefits if a NEO's employment is terminated within 12 months following a change in control of the Company either by us without cause or by the NEO for good reason. Based on our assessment of the competitive market, we believe these arrangements are appropriate as they serve as a means for executive retention.

For a detailed discussion of these arrangements and an estimate of the payments and benefits that our NEOs would be eligible to receive in certain circumstances pursuant to their agreements, see "Potential Payments Upon Termination or Change in Control - Employment Arrangements" beginning on page 45 of this Proxy Statement.

Retirement Benefit

Our LTIP includes a retirement benefit, which allows eligible retirees to receive a post-retirement benefit consisting of continued vesting of their qualified RSUs. To be eligible, employees need to be 60 years of age, complete a minimum of 10 years of continuous service with us at the time of grant, provide six months' notice of their retirement date and successfully complete a transition plan. The transition plans require the approval of our CEO.

Other Benefits

Health and Welfare Benefits

Generally, the Compensation Committee seeks to provide our executive officers with health and welfare benefits on the same basis as all of our full-time employees. These benefits include health, dental, and vision benefits, health and dependent care flexible spending accounts, short-term and long-term disability insurance, accidental death and dismemberment insurance and basic life insurance coverage.

We have established a tax-qualified Section 401(k) retirement plan for all employees who satisfy certain eligibility requirements, including requirements relating to age and length of service. Currently, we make matching contributions to each NEO's account under our Section 401(k) plan on the same terms and using the same formulas as other participating employees. We intend for the plan to qualify under Section 401(a) of the Internal Revenue Code (the "Code") so that contributions by employees to the plan and income earned on plan contributions are not taxable to employees until withdrawn from the plan.

Perquisites and Other Personal Benefits

Historically, we have not provided any material perquisites or other personal benefits to our executive officers. While we do not view perquisites or other personal benefits as a significant component of our executive compensation program, from time to time, the Compensation Committee may provide certain of the NEOs with perquisites or other personal benefits in amounts deemed to be reasonable where it believes that these benefits may be useful in attracting, motivating, and retaining the executive talent for which we compete, to assist our executive officers in performing their duties and to provide certain time efficiencies in appropriate circumstances. We provide certain of our executive officers access to use our Company-owned club memberships (but do not pay club fees or dues for executive officers), which afford our executives the opportunity to conduct business in a more informal environment.

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Other Compensation Policies

Equity Grant Policy

We do not have an established formal policy with respect to the timing of equity awards in coordination with the release of material nonpublic information. As a matter of practice and informal policy, however, the Compensation Committee generally grants equity awards during periods considered to be our “open trading windows” (that is, the periods beginning two business days following our earnings release and ending one month prior to the end of the fiscal quarter). In addition, any options to purchase shares of our common stock are required to be granted with an exercise price at least equal to the fair market value of our common stock on the date of grant.

Compensation Recovery

Mr. Gianoni's employment agreement includes a compensation recovery, or clawback, provision requiring that he return to us all incentive-based compensation he receives from us to the extent required by any Company clawback or recoupment policy, Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and/or Section 304 of the Sarbanes-Oxley Act of 2002. In addition, the Company's 2016 Equity and Incentive Compensation Plan ("the 2016 Plan") contains a provision that all awards under the 2016 Plan are subject to all applicable laws regarding clawbacks, forfeitures, or recoupments.

Executive Officer Stock Ownership Guidelines

Under our Executive Officer Stock Ownership Guidelines, our CEO and the CEO's officer-level direct reports are expected to own shares of our common stock, in the following amounts:

- For the CEO, the lesser of (i) equity in an amount equal to four times base salary or (ii) 70,000 shares; and

- For the CEO's officer-level direct reports, the lesser of (i) equity in an amount equal to two times base salary, or (ii) 20,000 shares.

For purposes of these guidelines, vested, unexercised options and/or SARs are also counted for purposes of the guidelines at 100% of their intrinsic value. We expect our CEO and the CEO's officer-level direct reports to meet these guidelines within five years of receiving their first annual equity award after the later of their hire date or the adoption of these guidelines. Each of our NEOs has satisfied the Executive Officer Stock Ownership Guidelines.

The table set forth below shows the ownership levels of our NEOs as of December 31, 2017:

Name	Stock Ownership Guideline			
	(Lesser of):			
	Multiple of Base Salary (in shares) <sup>(1)</sup>	Minimum Number of Shares	Number of Shares Owned <sup>(2)</sup>	Multiple of Guideline Achieved
Mr. Gianoni	29,633	70,000	258,921	8.7x
Mr. Boor	9,543	20,000	119,841	12.6x
Mr. Mooney	9,252	20,000	111,581	12.1x
Mr. Boruff	8,939	20,000	50,862	5.7x
Mr. Mistretta	6,615	20,000	64,259	9.7x
Mr. Olson	6,591	20,000	45,830	7.0x

(1) Number of shares required under the guideline for multiple of base salary calculated using \$94.49 per share which was the closing price of our common stock on the Nasdaq Global Select Market on December 29, 2017.

(2) Includes the number of shares owned as well as the number of shares issuable under exercisable SARs. The number of shares issuable under exercisable SARs was also calculated using \$94.49 per share (the closing price of our common stock on the Nasdaq Global Select Market on December 29, 2017).





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Other Considerations

Tax Deductibility of Executive Compensation

For 2017 compensation, the Compensation Committee considered the potential effect of Section 162(m) of the Code, along with other factors, in designing and administering our executive compensation program. For tax years ended on or before December 31, 2017, Section 162(m) of the Code generally imposes a limitation on the deductibility of annual compensation in excess of \$1 million paid to certain covered employees (generally, the CEO and certain other executive officers and, beginning in 2018, also including the CFO and certain former officers), unless the compensation meets various technical requirements to constitute “performance-based” compensation.

The Tax Cuts and Jobs Act enacted in December 2017 revised Section 162(m) so that the exceptions for performance-based compensation from the limitation on compensation deductibility is no longer available for taxable years beginning after December 31, 2017 unless certain transition relief for certain compensation arrangements in place as of November 2, 2017 is available. Furthermore, due to ambiguities and uncertainties regarding the interpretation of Section 162(m) and the regulations issued thereunder, including the transition relief referenced above, there can be no assurance that compensation intended to satisfy the requirements of Section 162(m) for performance-based compensation will, in fact, do so.

The Compensation Committee intends to continue to manage the Company’s executive compensation program to preserve material federal income tax benefits, if any, when appropriate and if any such benefits can be achieved without sacrificing flexibility and other important elements of our executive compensation program. The Compensation Committee retains, however, the discretion to evaluate performance and compensate our executive officers in a manner that it believes will attract, motivate and retain key personnel and is in the best interests of the Company and our stockholders, even if it may result in certain compensation that may not be deductible under Section 162(m). Furthermore, the Compensation Committee may modify compensation that was initially intended to be exempt from the Section 162(m) limitations if it determines that such modifications are consistent with our business needs.

Accounting for Stock-based Compensation

We account for stock-based compensation awards in accordance with the requirements of FASB ASC Topic 718. Under FASB ASC Topic 718, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the requisite service period, which is the vesting period. The assumptions used to determine the fair value of the awards are included in Note 13 of the financial statements included in our Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the SEC on February 20, 2018.

We recognize the effect of awards for which the requisite service period is not rendered when the award is forfeited (that is, we recognize the effect of forfeitures in compensation cost when they occur). Previously recognized compensation cost for an award is reversed in the period that the award is forfeited. Income tax benefits resulting from the vesting and exercise of stock-based compensation awards are recognized in the period the unit or award is vested or option or right is exercised.

Risk Assessment of Compensation

The Compensation Committee has assessed our compensation programs and has concluded that they do not create risks that are reasonably likely to have a material adverse effect on the Company. We believe that the combination of different types and amounts of compensation, together with our internal controls and oversight of our Board of Directors, mitigates potential compensation-related risks.

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COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis (“CD&A”) with our Company’s management. Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the CD&A be included in this Proxy Statement and incorporated by reference into our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which was filed with the SEC on February 20, 2018.

THE COMPENSATION COMMITTEE OF  
THE BOARD OF DIRECTORS

Sarah E. Nash, Chair

Andrew M. Leitch

Joyce M. Nelson

COMPENSATION COMMITTEE INTERLOCKS AND  
INSIDER PARTICIPATION

The members of the Board of Directors who served on the Compensation Committee in 2017 were Chair Sarah E. Nash, Timothy Chou, Ph.D., Andrew M Leitch and Joyce M. Nelson. None of the members of the Compensation Committee serves or in the past has served as one of our executive officers or has been employed by us and none of our executive officers have served on the compensation committee or board of any company that employed any member of our Compensation Committee or Board. Mr. Gianoni participated in discussions regarding salary, bonus and equity compensation for our executive officers, except for discussions regarding his own salary, bonus and equity compensation.

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COMPENSATION TABLES  
2017 SUMMARY COMPENSATION TABLE

The following table sets forth information concerning the compensation paid to and earned by our NEOs for services rendered to us in all capacities in 2017, 2016 and 2015.

Name and Principal Position	Year	Salary (\$)	Bonus <sup>(1)</sup> (\$)	Stock Awards <sup>(2)</sup> (\$)	Non-Equity		All Other Compensation <sup>(6)</sup> (\$)	Total <sup>(6)</sup> (\$)
					Option Awards <sup>(3)</sup> (\$)	Incentive Plan Compensation <sup>(4)</sup> (\$)		
Michael P. Gianoni President and CEO	2017	\$700,027	\$—	\$6,548,087	\$—	\$646,100	\$97,937	\$7,992,151
	2016	679,526	—	4,279,804	—	658,436	91,500	5,709,266
	2015	613,506	—	10,111,855	—	709,820	50,165	11,485,346
Anthony W. Boor Executive Vice President and CFO	2017	450,897	—	3,274,044	—	270,505	39,977	4,035,423
	2016	447,615	—	2,567,914	—	281,919	36,006	3,333,454
Kevin W. Mooney Executive Vice President and President, GMG	2015	434,567	—	2,028,298	—	326,813	30,723	2,820,401
	2017	437,107	—	2,182,696	—	264,704	32,337	2,916,844
Brian E. Boruff <sup>(3)</sup> Executive Vice President and President, EMG	2016	433,924	—	1,711,942	—	270,758	30,334	2,446,958
	2015	412,274	—	1,521,212	—	325,031	24,617	2,283,134
John J. Mistretta <sup>(4)</sup> Executive Vice President and President, EMG	2017	422,316	—	2,182,696	—	252,535	28,235	2,885,782
	2016	419,241	—	1,283,957	—	265,766	20,571	1,989,535
Jon W. Olson <sup>(5)</sup> Senior Vice President and General Counsel	2015	272,023	50,000	1,104,539	—	195,220	20,090	1,641,872
	2017	312,552	—	1,418,666	—	144,237	26,894	1,902,349
	2016	310,277	—	1,112,763	—	150,323	23,917	1,597,280

(1) Mr. Boruff received a sign-on bonus payment of \$50,000 upon joining us in May 2015.

The reported amounts represent the aggregate grant date fair value of awards of RSAs, RSUs and PRSUs,

(2) computed in accordance with FASB ASC Topic 718, and, for PRSUs, assume performance at the target level for each such award.

(3) Mr. Boruff transitioned to a new role as Executive Vice President of Partner Ecosystem and Global Alliances, effective April 9, 2018.

(4) Mr. Mistretta became an NEO in 2016 and compensation information for 2015 has not been provided in accordance with SEC rules.

(5) Mr. Olson became an NEO in 2017 and compensation information for 2015 and 2016 has not been provided in accordance with SEC rules.

(6) Includes the following for each NEO:

Name	Year	401(k) Company Match	Dividends and Dividend Equivalents Paid on RSAs and RSUs	Life and Disability Insurance Premiums	Health Savings Account Contributions	Relocation Costs	Other	Total
Mr. Gianoni	2017	\$ 8,100	\$ 84,342	\$ 5,495	\$ —	\$ —	\$ —	\$97,937

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	20167,950	80,942	2,608	—	—	—	91,500
	20156,481	42,193	891	600	—	—	50,165
	20178,100	26,667	5,210	—	—	—	39,977
Mr. Boor	20167,950	24,367	3,689	—	—	—	36,006
	20157,800	19,733	2,590	600	—	—	30,723
	20178,100	18,468	5,769	—	—	—	32,337
Mr. Mooney	20167,950	17,813	4,571	—	—	—	30,334
	20157,800	15,626	891	300	—	—	24,617
	20178,100	14,503	5,632	—	—	—	28,235
Mr. Boruff	20167,950	9,968	2,653	—	—	—	20,571
	20157,688	3,725	2,353	—	6,324	—	20,090
	20178,100	12,482	6,192	—	—	120	26,894
Mr. Mistretta	20167,950	12,898	3,069	—	—	—	23,917
Mr. Olson	20178,100	8,404	3,137	—	—	—	19,641

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2017 GRANTS OF PLAN-BASED AWARDS TABLE

The following table sets forth information regarding the grants of plan-based awards to our NEOs in 2017.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(2)</sup>			All Other Stock Awards; Number of Shares or Units (#)	All Other Option Awards; Number of Securities Underlying Options (#)	Exercise or Base Price of Stock Awards (\$/sh)	Grant Date or Fair Value of Option Awards <sup>(4)</sup> (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Michael P. Gianoni	3/27/2017 2/14/2017	\$437,500	\$700,000	\$1,400,000				37,810	(3)		\$2,728,370
Anthony W. Boor	2/14/2017 3/27/2017 2/14/2017	183,170	293,072	586,144	26,467	52,934	79,401				3,819,717
Kevin W. Mooney	2/14/2017 3/27/2017 2/14/2017	177,568	284,109	568,218				22,686	(3)		1,637,022
Brian E. Boruff	2/14/2017 3/27/2017 2/14/2017	171,559	274,495	548,990	11,343	22,686	34,029	15,124	(3)		1,091,348
John J. Mistretta	2/14/2017 3/27/2017 2/14/2017	97,669	156,270	312,540	7,562	15,124	22,686	15,124	(3)		1,091,348
Jon W. Olson	2/14/2017 3/27/2017 2/14/2017	77,845	124,552	249,104	4,915	9,830	14,745	9,830	(3)		709,333
								7,562	(3)		545,674
					3,781	7,562	11,343				545,674

Mr. Gianoni's target annual cash bonus opportunity was equal to 100% of his earned base salary, pursuant to his employment agreement. The target annual cash bonus opportunities for Messrs. Boor, Mooney and Boruff were equal to 65% of the base salary each individual was expected to earn in 2017. The target annual cash bonus opportunities for Messrs. Mistretta and Olson were equal to 50% and 40%, respectively, of the base salary each individual was expected to earn in 2017. The maximum cash bonus for 2017 for each NEO was equal to twice his target annual cash bonus opportunity.

The 2017 PRSUs were granted to our NEOs and vest in three annual installments starting in February 2018, subject to the NEO's continued employment and the achievement of pre-established performance metrics, as described on page 37 of this Proxy Statement.

Each of our NEOs was granted the number of RSAs set forth next to their names in the table, except for Mr. Mistretta who received RSUs. These RSAs and RSUs vest in four equal annual installments beginning on the first anniversary of the date of grant, subject to the NEO's continued employment. The vested and unvested shares of common stock subject to RSAs and Mr. Mistretta's RSUs are eligible to receive dividends or dividend equivalents declared by the Company.

The grant date fair value of the equity awards is calculated in accordance with FASB ASC Topic 718. See Note 13 of the financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the SEC on February 20, 2018.



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## OUTSTANDING EQUITY AWARDS AT 2017 FISCAL YEAR-END TABLE

The following table sets forth information with respect to the outstanding unexercised SARs and PSARs, as well as unvested RSAs, RSUs and PRSUs held by our NEOs as of December 31, 2017.

Name	Option Awards				Stock Awards		Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested <sup>(8)</sup> (\$)
	Number of Securities Underlying Unexercised Options (#) Exercisable <sup>(1)</sup>	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested <sup>(8)</sup> (\$)		
Michael P. Gianoni					286,112	<sup>(2)</sup> \$27,034,723		
Anthony W. Boor	22,871	—	\$ 22.24	11/5/2019	99,405	<sup>(3)</sup> 9,392,778		
Kevin W. Mooney	7,043	—	28.06	11/9/2018	67,854	<sup>(4)</sup> 6,411,524		
Brian E. Boruff	45,741	—	22.24	11/5/2019				
John J. Mistretta					56,380	<sup>(5)</sup> 5,327,346		
Jon W. Olson	55,378	—	22.24	11/5/2019	44,342	<sup>(6)</sup> 4,189,876		
	14,600	—	22.24	11/5/2019	31,550	<sup>(7)</sup> 2,981,160		

(1) The vested SARs underlying this award will be settled in stock at the time of exercise.

The unvested portion of Mr. Gianoni awards will vest as follows, subject to his continued employment: 37,810 RSAs in four equal annual installments beginning on February 14, 2018; 52,934 PRSUs in three equal annual installments beginning on February 14, 2018, as the 2017 PRSU Performance Metrics were met on December 31, 2017; 18,540 RSAs in three equal annual installments beginning on February 11, 2018; 38,453 PRSUs in two equal annual installments beginning on February 11, 2018, as the 2016 PRSU Performance Metrics were met on December 31, 2016; 28,519 RSAs in two equal annual installments beginning on February 13, 2018; 19,013 PRSUs on February 13, 2018, as the 2015 PRSU Performance Metrics were met on December 31, 2015; 10,288 RSAs on February 14, 2018; and 80,555 RSAs on December 31, 2019.

(3) The unvested portion of Mr. Boor's awards will vest as follows, subject to his continued employment: 22,686 RSAs in four equal annual installments beginning on February 14, 2018; 22,686 PRSUs in three equal annual installments beginning on February 14, 2018, as the 2017 PRSU Performance Metrics were met on December 31, 2017; 18,540 RSAs in three equal annual installments beginning on February 11, 2018; 16,480 PRSUs in two equal annual installments beginning on February 11, 2018, as the 2016 PRSU Performance Metrics were met on December 31, 2016; 11,408 RSAs in two equal annual installments beginning on February 13, 2018; and 7,605



PRSUs on February 13, 2018, as the 2015 PRSU Performance Metrics were met on December 31, 2015.

The unvested portion of Mr. Mooney's awards will vest as follows, subject to his continued employment: 15,124 RSAs in four equal annual installments beginning on February 14, 2018; 15,124 PRSUs in three equal annual installments beginning on February 14, 2018, as the 2017 PRSU Performance Metrics were met on December 31, (4) 2017; 12,360 RSAs in three equal annual installments beginning on February 11, 2018; 10,986 PRSUs in two equal annual installments beginning on February 11, 2018, as the 2016 PRSU Performance Metrics were met on December 31, 2016; 8,556 RSAs in two equal annual installments beginning on February 13, 2018; and 5,704 PRSUs on February 13, 2018, as the 2015 PRSU Performance Metrics were met on December 31, 2015.

The unvested portion of Mr. Boruff's awards will vest as follows, subject to his continued employment: 15,124 RSAs in four equal annual installments beginning on February 14, 2018; 15,124 PRSUs in three equal annual installments beginning on February 14, 2018, as the 2017 PRSU Performance Metrics were met on December 31, (5) 2017; 9,270 RSAs in three equal annual installments beginning on February 11, 2018; 8,240 PRSUs in two equal annual installments beginning on February 11, 2018, as the 2016 PRSU Performance Metrics were met on December 31, 2016; 5,173 RSAs in two equal annual installments beginning on May 14, 2018; and 3,449 PRSUs on May 14, 2018, as the 2015 PRSU Performance Metrics were met on December 31, 2015.

The unvested portion of Mr. Mistretta's awards will vest as follows, subject to his continued employment: 9,830 RSUs in four equal annual installments beginning on February 14, 2018; 9,830 PRSUs in three equal annual installments beginning on February 14, 2018, as the 2017 PRSU Performance Metrics were met on December 31, (6) 2017; 8,034 RSUs in three equal annual installments beginning on February 11, 2018; 7,141 PRSUs in two equal annual installments beginning on February 11, 2018, as the 2016 PRSU Performance Metrics were met on December 31, 2016; 5,704 RSAs in two equal annual installments beginning on February 13, 2018; and 3,803 PRSUs on February 13, 2018, as the 2015 PRSU Performance Metrics were met on December 31, 2015.

The unvested portion of Mr. Olson's awards will vest as follows, subject to his continued employment: 7,562 RSAs in four equal annual installments beginning on February 14, 2018; 7,562 PRSUs in three equal annual installments beginning on February 14, 2018, as the 2017 PRSU Performance Metrics were met on December 31, 2017; 6,180 (7) RSAs in three equal annual installments beginning on February 11, 2018; 5,493 PRSUs in two equal annual installments beginning on February 11, 2018, as the 2016 PRSU Performance Metrics were met on December 31, 2016; 2,852 RSAs in two equal annual installments beginning on February 13, 2018; and 1,901 PRSUs on February 13, 2018, as the 2015 PRSU Performance Metrics were met on December 31, 2015.

(8) Based on \$94.49 per share, which was the closing price of our common stock on the Nasdaq Global Select Market on December 29, 2017, the last trading day of that fiscal year.

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## OPTION EXERCISES AND STOCK VESTED IN 2017 TABLE

The following table sets forth information concerning the exercise of SARs and vesting of RSAs, RSUs and PRSUs for each NEO during 2017.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise <sup>(1)</sup> (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting <sup>(2)</sup> (\$)
Michael P. Gianoni	—	\$ —	82,685	\$ 5,913,837
Anthony W. Boor	22,870	1,312,967	37,113	2,758,539
Kevin W. Mooney	22,870	955,051	27,416	2,049,345
Brian E. Boruff	—	—	13,245	991,749
John J. Mistretta	55,174	3,274,390	20,723	1,572,821
Jon W. Olson	27,770	1,428,305	9,923	741,183

(1) The amounts reported represent the market value of the shares of our common stock subject to the SARs on the date of exercise less the applicable exercise or strike price.

(2) The amounts reported represent the market value of the shares of our common stock on the date of vesting.

## Nonqualified Deferred Compensation and Retirement Plans

We do not maintain deferred compensation or defined benefit pension or supplemental retirement plans for our executive officers.

## POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

## Employment Arrangements

Set forth below are descriptions of the principal terms of the employment agreements and retention agreements currently in effect with our NEOs and, where applicable, the estimated potential payments and benefits that these individuals may receive upon a termination of employment, including a termination of employment in connection with a change in control of our Company.

## Mr. Gianoni

On December 9, 2015, we entered into an amended and restated employment and noncompetition agreement with Mr. Gianoni (the "Amended Agreement"). The Amended Agreement is for a term of four years and is renewable thereafter by mutual agreement for one-year terms.

The Amended Agreement prohibits Mr. Gianoni from participating in any business that directly competes with us or soliciting any employee of ours to leave us for one year after termination of the Amended Agreement.

If Mr. Gianoni's employment is terminated by us for cause, as defined in the Amended Agreement, we will be obligated to pay him his accrued but unpaid base salary through the termination date, any unreimbursed expenses through the termination date and payment of other amounts and benefits, if any, to which he is entitled under applicable benefit plans (collectively, the "Accrued Compensation"). All of Mr. Gianoni's unexercised stock options and SARs, whether vested or unvested, will immediately terminate and all unvested RSAs and RSUs held will be forfeited immediately.

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If Mr. Gianoni's employment is terminated by us without cause or he resigns for good reason, as defined in the Amended Agreement, we will be obligated to:

• Pay him his Accrued Compensation;

• Continue to pay his base salary for a period of 24 months;

• Pay him a lump sum payment based on the average cash bonus he received for the two calendar years (or such lesser number of years for which he was employed by us) prior to the calendar year in which termination occurs, pro-rated based on his actual period of employment during the year of termination;

• Accelerate vesting of all of his then-unvested time-based equity awards by 12 months;

• Accelerate vesting of the Retention Grant; and

• Accelerate vesting of any then-unvested performance-based equity awards to the extent that such awards would have vested if he had continued employment with us until the date on which the Board of Directors (or applicable committee) determines the level of achievement of the applicable performance goals, but only if the performance period for such equity awards ends within 12 months of his termination date.

If Mr. Gianoni resigns without good reason or fails to renew the Amended Agreement, we will be obligated to pay his Accrued Compensation, payment of any awarded but unpaid bonus for prior calendar years and Mr. Gianoni will have the opportunity to exercise any vested equity awards.

If, within 12 months after a change in control of the Company, as defined in the Amended Agreement, Mr. Gianoni's employment is terminated by us without cause or he resigns with good reason, we will be obligated to pay him the same amounts as if he were terminated without cause (as described above), and, in addition, all of his then-unvested time-based equity awards will immediately vest in full and he will also receive 12 months accelerated vesting for any then-unvested performance-based equity awards based on the level of achievement of the applicable performance goals as of the termination date (or if calculation of the level of achievement of the applicable performance goals is not possible, then based on an assumed achievement of the performance goals at the target performance level). If the Company fails to renew the Amended Agreement either during discussions that ultimately lead to a change in control of the Company or within 12 months after a change in control of the Company, the Company has these same payment obligations.

If Mr. Gianoni's employment is terminated due to death or disability, as defined in the Amended Agreement, we will be obligated to pay him his Accrued Compensation and the same lump sum bonus payment as if his employment were terminated without cause. The Retention Grant will immediately be fully vested. All other then-unvested equity awards will be forfeited or terminate immediately, as applicable. Mr. Gianoni's estate will have such period as provided in the applicable equity award agreements to exercise any vested options and SARs, after which time they will terminate.

Finally, the Amended Agreement provides that, if any payments made to Mr. Gianoni are deemed to be "parachute payments" under Section 280G(b)(2) of the Code, we will reduce the payments to the minimum extent necessary to avoid imposition of any excise tax under Section 4999 of the Code or the disallowance of a deduction under Section 280G(b)(2) of the Code, unless the reduction would result in an after-tax amount that is less than if the reduction had not been made.

The Amended Agreement is filed as Exhibit 10.81 to our Annual Report on Form 10-K filed with the SEC on February 24, 2016.

Messrs. Boor, Mooney, Boruff, Mistretta and Olson  
Employee Agreements

We have entered into "at-will" employment agreements with Messrs. Boor, Mooney, Boruff, Mistretta and Olson. Each agreement prohibits the executive officer from performing services for or entering into employment with any direct competitor or soliciting, hiring or otherwise engaging any employee of ours for one year after termination of the agreement. In addition, each agreement prohibits the solicitation of our current and prospective customers for one year after termination of the agreement. These agreements do not provide for any severance payments or benefits and have no fixed term. Each of these agreements includes an assignment of intellectual property clause.



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Retention Agreements

Each of Messrs. Boor, Mooney, Boruff, Mistretta and Olson are also party to retention agreements with us. These retention agreements provide for “double-trigger” severance payments and benefits under certain specified circumstances, as described below. We are not obligated to make any tax “gross-up” or other payments to Messrs. Boor, Mooney, Boruff, Mistretta or Olson if, in connection with any payments received following a termination of employment, the payments are subject to taxation under Section 409A of the Code.

If Messrs. Boor's, Mooney's, Boruff's, Mistretta's or Olson's employment is terminated within 12 months following a change in control of our Company, as defined in the retention agreements, either by us without cause, or by the executive officer for good reason, we will be obligated to:

• Pay him 1.5 times his base salary;

• Accelerate and fully vest any then-unvested stock options and other equity awards; and

• Reimburse COBRA premiums for him for the lesser of 12 months following the termination date or until he becomes eligible for insurance benefits from another employer.

The retention agreements define the term “cause” generally as:

• Conviction or plea of no contest to any felony;

• Any act of theft, fraud or embezzlement, or any other willful misconduct or willfully dishonest behavior by the officer;

• Willful and repeated failure or refusal to perform his or her reasonably assigned duties, provided that such failure or refusal is not corrected within 30 calendar days of notice;

• Willful violation of his or her employment agreement;

• Personal conduct which discredits or damages the Company; and/or

• Illegal use of controlled substances.

The retention agreements define the term “good reason” generally as:

• Any materially adverse change or diminution in the office, title, duties, powers, authority or responsibilities that is not corrected within 30 days of notice;

• A material reduction in the officer's base salary;

• Failure by us to obtain the assumption in writing of our obligation to honor the officer's agreements by any purchaser of all or substantially all of our assets within 30 calendar days after a sale or transfer of such assets; and/or

• A relocation of his office to a location more than 40 miles from his or her existing office location, without the officer's consent, or a material adverse change in the business travel requirements of the officer's position.

The retention agreements define the term “change in control” generally as:

• The consummation of a merger or consolidation in which our stockholders immediately prior to such event own less than 50% of the combined entity immediately following the merger or consolidation;

• A sale of all or substantially all of our assets;

• Acquisition of beneficial ownership where acquirer owns more than 50% of (a) then-outstanding stock or (b) combined voting power of then-outstanding securities entitled to vote; and/or

• Our liquidation or dissolution.

The Form of Retention Agreement signed by Messrs. Boor, Mooney, Boruff, Mistretta and Olson is filed as Exhibit 10.92 to our Quarterly Report on Form 10-Q filed with the SEC on August 4, 2017.

Equity Awards

Our equity incentive plans govern the treatment of each of our NEOs' equity awards, except for their RSAs and PRSUs which are governed by grant agreements, upon a termination of employment for cause or without cause by us, without good reason by the executive officers, or due to death or disability. In these circumstances, unvested RSAs and SARs will be immediately forfeited or terminated. Vested SARs and PSARs granted under the 2008 Equity Incentive Plan, if any, will remain exercisable for 90 days after termination of employment if they are terminated for any reason, including death or disability.

If Messrs. Boor's, Mooney's, Boruff's, Mistretta's or Olson's employment is terminated for cause by us or without good reason by the executive officer, their unvested PRSUs will be forfeited. Upon death or disability, Messrs. Boor's, Mooney's, Boruff's, Mistretta's and Olson's PRSUs will vest, on a grant-by-grant basis, in an amount equal to the

proportion of days in a performance period they worked prior to their death or disability, multiplied by the number of respective PRSUs that would have vested

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at the end of that performance period had their employment not terminated by death or disability and they had met 100% of their target performance levels.

Quantification of Potential Payments Upon Termination or Change in Control

The following table sets forth the estimated payments and benefits that would be received by our NEOs in the event of a termination of employment, including a termination of employment in connection with a change in control of our Company. These payments and benefits have been quantified assuming that the termination of employment, or the termination in connection with a change in control occurred on the last trading day of our most recently completed fiscal year (December 29, 2017) and that the price per share of our common stock was the closing market price on December 29, 2017 (\$94.49 per share).

	Mr. Gianoni	Mr. Boor	Mr. Mooney	Mr. Boruff	Mr. Mistretta	Mr. Olson
<b>Termination Without Cause or For Good Reason</b>						
Base salary	\$1,400,000	\$—	\$—	\$—	\$—	\$—
Lump sum bonus payment	652,268	—	—	—	—	—
Value of acceleration of equity incentives	16,688,635	—	—	—	—	—
Continuation of benefits	11,249	—	—	—	—	—
<b>Total</b>	<b>\$18,752,152</b>	<b>\$—</b>	<b>\$—</b>	<b>\$—</b>	<b>\$—</b>	<b>\$—</b>
<b>Termination Upon Death or Disability</b>						
Lump sum bonus payment	\$652,268	\$—	\$—	\$—	\$—	\$—
Value of acceleration of equity incentives	7,611,642	2,042,694	1,424,853	1,066,394	931,060	623,474
<b>Total</b>	<b>\$8,263,910</b>	<b>\$2,042,694</b>	<b>\$1,424,853</b>	<b>\$1,066,394</b>	<b>\$931,060</b>	<b>\$623,474</b>
<b>Termination Upon Change in Control</b>						
Base salary	\$1,400,000	\$676,320	\$655,635	\$633,450	\$468,810	\$467,070
Lump sum bonus payment	652,268	—	—	—	—	—
Value of acceleration of equity incentives	21,883,506	9,392,778	6,411,524	5,327,346	4,189,876	2,981,160
Continuation of benefits	11,249	18,063	18,063	12,805	18,063	12,487
<b>Total</b>	<b>\$23,947,023</b>	<b>\$10,087,161</b>	<b>\$7,085,222</b>	<b>\$5,973,601</b>	<b>\$4,676,749</b>	<b>\$3,460,717</b>

**CEO PAY RATIO**

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of the SEC's Regulation S-K, we are providing the following information about the relationship of the annual total compensation of our employees and the annual total compensation of Mr. Gianoni, our CEO. The pay ratio included below is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. However, due to the flexibility afforded by Item 402(u) in calculating the CEO Pay Ratio, our CEO Pay Ratio may not be comparable to the CEO pay ratios presented by other companies.

For 2017:

the median of the annual total compensation of all employees of our company (other than Mr. Gianoni), was \$91,328; and

the annual total compensation of Mr. Gianoni, as reported in the 2017 Summary Compensation Table beginning on page 42 of this Proxy Statement, was \$7,992,151.

Based on this information, for 2017 the ratio of the annual total compensation of Mr. Gianoni to the median of the annual total compensation of all employees was estimated to be 88 to 1.

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To identify the median employee, compensation data was gathered for our entire employee population as of December 31, 2017, excluding our CEO and employees from companies acquired during 2017. We included part-time and international employees. We used total 2017 earned compensation (base salary paid in 2017, sales commissions paid in 2017, annual cash bonus paid in 2017 and the value of equity awards received in 2017) as the compensation measure that best reflects the compensation of all our employees. This compensation measure was consistently applied to all of our employees included in the calculation. In accordance with SEC rules, after identifying our median employee, the 2017 annual total compensation of the median employee and our CEO were determined using the same methodology that we use to determine our NEOs' annual total compensation for the Summary Compensation Table.

## EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information as of December 31, 2017 on all of our equity compensation plans currently in effect.

Plan name	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights <sup>(1)</sup>	(b) Weighted-average exercise price of outstanding options, warrants and rights <sup>(1)</sup> (\$)	(c) Number of securities remaining available for issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by stockholders			
2016 Equity and Incentive Compensation Plan	—	\$	—5,464,470 <sup>(2)</sup>
2008 Equity Incentive Plan	212,506	23.01	—
Equity compensation plans not approved by stockholders			
Blackbaud, Inc. 2009 Equity Compensation Plan for Employees from Acquired Companies <sup>(3)</sup>	—	—	94,339
Kintera, Inc. Amended and Restated 2003 Equity Incentive Plan, as amended <sup>(4)</sup>	1,170	10.59	—
Convio, Inc. 1999 Stock Option/Stock Issuance Plan, as amended <sup>(5)</sup>	606	10.38	—
Convio, Inc. Amended and Restated 2009 Stock Incentive Plan, as amended <sup>(5)</sup>	274	17.39	—
Total options and SARs - all plans	214,556	22.90	
Weighted-average remaining term of all options and SARs (in years)	1.8		
Total full-value awards - all plans <sup>(6)</sup>	1,750,822		

At December 31, 2017, all shares under the 2008 Equity Incentive Plan, Kintera, Inc. Amended and Restated 2003 (1)Equity Incentive Plan, as amended, the Convio, Inc. 1999 Stock Option/Stock Issuance Plan, as amended and the Convio, Inc. Amended and Restated 2009 Stock Incentive Plan, as amended were vested.

Under the 2016 Equity and Incentive Compensation Plan, any option or SAR granted reduces the available number (2)of shares on a one-to-one basis and any other types of stock awards granted reduces the available number of shares on a two-to-one basis.

Our Company adopted this plan so that it could issue registered shares of its common stock to certain of its (3)employees pursuant to employment contracts or other agreements or arrangements entered into in connection with its acquisition of eTapestry.com, Inc., Kintera, Inc. (“Kintera”), and any other company in the future.



- (4) This plan was approved by Kintera stockholders and assumed by our Company upon its acquisition of Kintera in July 2008.
- (5) This plan was approved by Convio stockholders and assumed by our Company upon its acquisition of Convio in May 2012.
- (6) Full-value awards outstanding include RSAs, RSUs and PRSUs.

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AUDIT MATTERS

PROPOSAL 3 — RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors has selected the independent registered public accounting firm of PricewaterhouseCoopers LLP (“PwC”) to audit our consolidated financial statements for the fiscal year ending December 31, 2018, and recommends that stockholders vote for the ratification of such appointment. Although ratification is not required by our Bylaws or otherwise, the Board is submitting the selection of PwC to our stockholders for ratification because we value our stockholders’ views on our independent registered public accounting firm and as a matter of good corporate practice. In the event of a negative vote on ratification, the Audit Committee will reconsider, but might not change, its selection. Notwithstanding the selection and ratification, the Audit Committee, in its discretion, may appoint a different independent registered public accounting firm at any time, if it believes doing so would be in the best interests of our Company and our stockholders.

PwC has audited our financial statements annually since 2000. Representatives of PwC are expected to be present at the 2018 Annual Meeting of Stockholders with the opportunity to make a statement if they desire to do so and respond to appropriate questions.

The Board of Directors unanimously recommends that stockholders vote FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

The voting requirements for this Proposal 3 are described under "Additional Information" on page 52 of this Proxy Statement.

AUDIT COMMITTEE REPORT

Our Audit Committee has (1) reviewed and discussed with management the audited financial statements for the year ended December 31, 2017, (2) discussed with PwC, our independent registered public accounting firm, the matters required to be discussed by the applicable standard(s), as adopted by the Public Company Accounting Oversight Board (“PCAOB”), and (3) received the written disclosures from PwC regarding its independence required by PCAOB Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence, and has discussed with PwC its independence. Based upon these discussions and reviews, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which was filed with the SEC on February 20, 2018.

Our Audit Committee is currently composed of the following four directors, all of whom are independent directors as defined in Rule 5605(a)(2) of the Nasdaq Marketplace Rules and Section 10A(m)(3) of the Exchange Act: Chair George H. Ellis; Thomas R. Ertel; Peter J. Kight; and Andrew M. Leitch. The Board of Directors has determined that Mr. Ellis, Mr. Ertel and Mr. Leitch are “audit committee financial experts” as defined in Item 407(d) of Regulation S-K promulgated by the SEC. Our Audit Committee operates under a written charter adopted by the Board, a copy of which is available under Corporate Governance in the Company – Investor Relations section of our website at [www.blackbaud.com](http://www.blackbaud.com).

PwC has served as our independent registered public accounting firm since 2000 and audited our consolidated financial statements for the years ended December 31, 2000 through December 31, 2017.

Table of Contents AUDIT MATTERS

## Summary of Fees

The Audit Committee has adopted a policy for the pre-approval of all audit and permitted non-audit services that may be performed by our independent registered public accounting firm. Under this policy, each year, at the time it engages an independent registered public accounting firm, the Audit Committee pre-approves the engagement terms and fees and may also pre-approve detailed types of audit-related and permitted tax services, subject to certain dollar limits, to be performed during the year. All other permitted non-audit services are required to be pre-approved by the Audit Committee on an engagement-by-engagement basis.

The following table shows the fees for audit and other services provided by PwC for fiscal years 2017 and 2016. All audit and other services provided by PwC described below were provided pursuant to the pre-approval policies of the Audit Committee.

Category	2017	2016
Audit Fees	\$ 1,536,907	\$ 1,234,913
Audit-Related Fees	90,000	36,000
Tax Fees	327,609	64,880
All Other Fees	—	—
Total	1,954,516	1,335,793

## Audit Fees

This category consists of fees associated with the annual audit of financial statements and the audit of internal control over financial reporting, the reviews of our Quarterly Reports on Form 10-Q and other regulatory filings. In 2017, this category included incremental fees associated with audit procedures performed in connection with our acquisitions of AcademicWorks and JustGiving.

## Audit-Related Fees

This category consists of fees for services that are reasonably related to the performance of the audit or review of financial statements and are not included in "Audit Fees." In 2017 and 2016, these services were associated with assurance and related procedures performed in connection with our planned adoption of recently issued accounting pronouncements.

## Tax Fees

This category consists of fees for services rendered for tax compliance, tax advice and tax planning. In 2017, we incurred approximately \$174,930 for tax compliance and \$152,679 for tax advice and tax planning. In 2016, we incurred approximately \$29,880 for tax compliance and \$35,000 for tax advice and tax planning.

Our Audit Committee has considered whether, and determined that, the provision of the non-audit services rendered to us during 2017 and 2016 was compatible with maintaining the independence of PwC.

THE AUDIT COMMITTEE OF  
THE BOARD OF DIRECTORS

George H. Ellis, Chair

Thomas R. Ertel

Peter J. Kight

Andrew M. Leitch

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ADDITIONAL INFORMATION

QUESTIONS AND ANSWERS ABOUT THE 2018 ANNUAL MEETING OF STOCKHOLDERS

1. Who may vote at the meeting?

The Board set April 16, 2018 as the record date for the meeting. If you owned shares of our common stock at the close of business on April 16, 2018, you may attend and vote at the meeting. Each stockholder is entitled to one vote for each share of common stock held on all matters to be voted on. As of April 16, 2018, there were 48,525,138 shares of our common stock outstanding and entitled to vote at the meeting.

2. What is the difference between holding shares as a stockholder of record and as a beneficial owner?

If your shares are registered directly in your name with our transfer agent, American Stock Transfer and Trust Company LLC, you are considered, with respect to those shares, the stockholder of record. As the stockholder of record, you have the right to vote in person at the meeting. You will need to present a form of personal photo identification in order to be admitted to the 2018 Annual Meeting of Stockholders.

If your shares are held in a brokerage account or by another nominee or trustee, you are considered the beneficial owner of shares held in street name. In that case, the Notice of Internet Availability of Proxy Materials or proxy materials have been forwarded to you by your broker, bank or other holder of record who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record on how to vote your shares by using the voting instructions included in the Notice of Internet Availability of Proxy Materials or proxy materials.

3. What is the quorum requirement for the meeting?

A majority of our outstanding shares of capital stock entitled to vote as of the record date must be present at the 2018 Annual Meeting of Stockholders in order to hold the meeting and conduct business. This is called a quorum.

Your shares will be counted as present at the meeting if you:

- Are present in person at the meeting; or
- Have voted by Internet, telephone, or properly submitted a Proxy Card or Voter Instruction Card.

If you are present in person or by proxy at the meeting, but abstain from voting on any or all proposals, your shares are still counted as present and entitled to vote.

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4. What proposals will be voted on at the meeting and what are the voting standards?

The three proposals to be voted on at the 2018 Annual Meeting of Stockholders are as follows:

Proposal	Board's Voting Recommendation	Voting Standard <sup>(1)</sup>	Treatment of Abstentions	Treatment of Broker Non-votes
No. 1 Election of two Class B directors, each for a three-year term expiring in 2021.	FOR (each nominee)	Majority of votes present and entitled to vote	Counted as votes present and entitled to vote and therefore have the effect of a vote against	Not counted as votes present and therefore no effect
No. 2 Advisory vote to approve the 2017 compensation of our named executive officers.	FOR	Majority of votes present and entitled to vote	Counted as votes present and entitled to vote and therefore have the effect of a vote against	Not counted as votes present and therefore no effect
No. 3 Ratification of appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.	FOR	Majority of votes present and entitled to vote	Counted as votes present and entitled to vote and therefore have the effect of a vote against	Not counted as votes present and therefore no effect

Votes cast in person or by proxy at the meeting will be considered present. All stockholders of record of Blackbaud (1) common stock as of the close of business on April 16, 2018, are entitled to vote at the meeting and any adjournments or postponements thereof.

We will also consider any other business that properly comes before the meeting. As of the record date, we are not aware of any other matters to be submitted for consideration at the meeting. If any other matters are properly brought before the meeting, the persons named in the Proxy Card or Voter Instruction Card as proxy will vote the shares they represent using their best judgment.

5. How may I vote my shares in person at the meeting?

If you are a stockholder of record, you have the right to vote in person at the 2018 Annual Meeting of Stockholders. You will need to present a form of personal photo identification in order to be admitted to the meeting. If you are a beneficial owner of shares held in street name, you are also invited to attend the meeting. Because a beneficial owner is not a stockholder of record, however, you may not vote these shares in person at the meeting unless you obtain a legal proxy from your broker, bank, nominee, or trustee that holds your shares, giving you the right to vote the shares at the meeting.

6. How can I vote my shares without attending the meeting?

If your common stock is held by a broker, bank or other nominee, they should send you instructions that you must follow in order to have your shares voted.

If you hold shares in your own name, you may vote by proxy in any one of the following ways:

- Via the Internet by accessing the proxy materials on the secured website [www.proxyvote.com](http://www.proxyvote.com) and following the voting instructions on that website;
- Via telephone by calling toll free 1-800-690-6903 and following the recorded instructions; or
-

By requesting that printed copies of the proxy materials be mailed to you pursuant to the instructions provided in the Notice of Internet Availability of Proxy Materials and completing, dating, signing and returning the Proxy Card that you receive in response to your request.

The Internet and telephone voting procedures are designed to authenticate stockholders' identities by use of a control number to allow stockholders to vote their shares and to confirm that stockholders' instructions have been properly recorded. Voting via the Internet or telephone must be completed by 11:59 p.m. Eastern Time on June 11, 2018. Of course, you can always come to the meeting and vote your shares in person. If you submit or return a Proxy Card without giving specific voting instructions, your shares will be voted as recommended by the Board of Directors, as permitted by law.

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7. How can I change my vote after submitting it?

If you are a stockholder of record, you can revoke your proxy before your shares are voted at the meeting by:

• Filing a written notice of revocation bearing a later date than the proxy with our Corporate Secretary at 2000 Daniel Island Drive, Charleston, South Carolina 29492 at or before the taking of the vote at the meeting;

• Duly executing a later-dated proxy relating to the same shares and delivering it to our Corporate Secretary at 2000 Daniel Island Drive, Charleston, South Carolina 29492 at or before the taking of the vote at the meeting;

• Attending the meeting and voting in person (although attendance at the meeting will not in and of itself constitute a revocation of a proxy); or

If you voted by telephone or via the Internet, voting again by the same means prior to 11:59 p.m. Eastern Time on June 11, 2018 (your latest telephone or Internet vote, as applicable, will be counted and all earlier votes will be superseded).

If you are a beneficial owner of shares held in street name, you may submit new voting instructions by contacting your bank, broker, nominee or trustee. You may also vote in person at the meeting if you obtain a legal proxy from them.

8. Where can I find the voting results of the meeting?

We will announce the preliminary voting results at the 2018 Annual Meeting of Stockholders. We will publish the final results in a Form 8-K filed with the SEC within four business days of the meeting.

9. For how long can I access the proxy materials on the Internet?

The Notice of Annual Meeting, Proxy Statement, 2017 Annual Report to Stockholders and Annual Report on Form 10-K for the fiscal year ended December 31, 2017 are also available, free of charge, in PDF and HTML format at <http://proxy.blackbaud.com> and will remain posted on this website at least until the conclusion of the meeting.

10. How are proxies solicited and what is the cost?

We bear the expense of soliciting proxies. Our directors, executive officers or employees may also solicit proxies personally or by telephone, e-mail, facsimile or other means of communication. We do not intend to pay additional compensation for doing so. We might reimburse banks, brokerage firms and other custodians, nominees and fiduciaries representing beneficial owners of our common stock, for their expenses in forwarding soliciting materials to those beneficial owners.

**STOCKHOLDER PROPOSALS**

Stockholders may present proposals for action at meetings of stockholders only if they comply with the proxy rules established by the SEC, applicable Delaware law and our Bylaws, a copy of which was attached as Exhibit 3.4 to our Current Report on Form 8-K filed with the SEC on March 22, 2011. No stockholder proposals were received for consideration at our 2018 Annual Meeting of Stockholders.

Under SEC Rule 14a-8, in order for a stockholder proposal to be included in our proxy solicitation materials for our 2019 Annual Meeting of Stockholders, it must be delivered to our Corporate Secretary at our principal executive offices by December 25, 2018; provided, however, that if the date of the 2019 annual meeting is more than 30 days before or after June 12, 2019, notice by the stockholder must be delivered not later than the close of business on the later of (1) the 90<sup>th</sup> day prior to the 2019 annual meeting or (2) the 10<sup>th</sup> day following the first public announcement of the date of the 2019 annual meeting.

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Under our Bylaws, in order for a stockholder to bring any business before a stockholder meeting including, but not limited to, the nomination of persons for election as directors, whether by inclusion of such business in our proxy materials or otherwise, the stockholder must provide us written notice not more than 75 days and not less than 45 days before the meeting in writing by registered mail, return receipt requested. Any such notice must set forth the following as to each matter the stockholder proposes to bring before the meeting: (a) the name, age, business address, residence address and ownership of our stock, including date of acquisition and investment intent, of any director nominee and all information relating to the director nominee that is required to be disclosed in solicitations of proxies for elections of directors; (b) for business other than the nomination of persons for election of directors, a description of such business, the reasons for conducting the business at the meeting and, if such business includes a proposal to amend our Bylaws, the language of the proposed amendments; (c) any material interest in such business of such stockholder or any Stockholder Associated Person, individually or in the aggregate, therefrom; (d) as to the stockholder or any Stockholder Associated Person, their holdings of our stock and whether the stockholder has entered into transactions to manage risk with respect to such stock; (e) as to the stockholder giving notice and any Stockholder Associated Person, the name and address of such stockholder, as they appear on our stock ledger, and current name and address, if different, and of such Stockholder Associated Person; and (f) to the extent known by the stockholder giving the notice, the name and address of any other stockholder supporting the proposal. In the absence of such notice meeting the above requirements, a stockholder shall not be entitled to present any business at any meeting of stockholders.

**DELIVERY OF DOCUMENTS TO STOCKHOLDERS SHARING AN ADDRESS**

The SEC has adopted rules that permit companies to deliver a single Notice of Internet Availability or a single copy of proxy materials to multiple stockholders sharing an address unless a company has received contrary instructions from one or more of the stockholders at that address. Upon written or oral request, we will promptly deliver a separate Notice of Internet Availability or separate copy of proxy materials to one or more stockholders at a shared address to which a single Notice of Internet Availability or a single copy of proxy materials was delivered. Stockholders may request a separate Notice of Internet Availability or separate copy of proxy materials by contacting our Corporate Secretary either by calling 1-800-443-9441 or by mailing a request to 2000 Daniel Island Drive, Charleston, South Carolina 29492. Stockholders at a shared address who receive multiple Notices of Internet Availability or multiple copies of proxy materials may request to receive a single Notice of Internet Availability or a single copy of proxy materials in the future in the same manner as described above.

**ANNUAL REPORT ON FORM 10-K**

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as filed with the SEC on February 20, 2018, is accessible free of charge on our website at <http://proxy.blackbaud.com>. It contains audited financial statements covering our fiscal years ended December 31, 2017, 2016 and 2015. You can request a copy of our Annual Report on Form 10-K free of charge by calling 1-866-900-BLKB or sending an e-mail to [investor.relations@blackbaud.com](mailto:investor.relations@blackbaud.com). Please include your contact information with the request.

**OTHER MATTERS**

The Board knows of no other matters to be submitted at the 2018 Annual Meeting of Stockholders. If any other matters properly come before the annual meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares they represent as the Board recommends.

**THE BOARD OF DIRECTORS**

April 24, 2018



ADDITIONAL INFORMATION [Table of Contents](#)

**DIRECTIONS TO THE 2018 ANNUAL MEETING OF STOCKHOLDERS**

Blackbaud Corporate Headquarters

65 Fairchild Street, Charleston, South Carolina 29492

From the Airport

Follow the signs out of the airport to I-526 East. Follow I-526 East to Exit 24 (Daniel Island). Take your first left onto Fairchild Street. Blackbaud is ahead on the right.

From Downtown Charleston

Go north on Meeting Street toward I-26. Follow road under overpass and bear left onto I-26 West. Take I-26 West to I-526 East. Continue on I-526 East and take Exit 24 (Daniel Island). Take your first left onto Fairchild Street.

Blackbaud is ahead on the right.

From South of Charleston

Take Highway 17 North to Charleston. When entering Charleston city limits, watch for sign: North Charleston 526E Right Lane. Stay in the right lane and continue on I-526 East. Follow I-526 East and take Exit 24 (Daniel Island).

Take your first left onto Fairchild Street. Blackbaud is ahead on the right.

From North of Charleston

Take Highway 17 South to Charleston. Turn right onto I-526 West. Take Exit 24 (Daniel Island). Take your first right onto Island Park Drive and then turn right onto Fairchild Street. Blackbaud is ahead on the left.

From West of Charleston

Take I-26 East to Charleston. Exit onto I-526 East. Continue on I-526 East to Exit 24 (Daniel Island). Take your first left onto Fairchild Street. Blackbaud is ahead on the right.

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## APPENDICES

## APPENDIX A—RECONCILIATIONS OF GAAP TO NON-GAAP FINANCIAL MEASURES

Some operating results in this proxy statement are presented on a non-GAAP basis. We use non-GAAP revenue, non-GAAP income from operations and non-GAAP operating margin internally in analyzing our operational performance. Accordingly, we believe these non-GAAP measures are useful to investors, as a supplement to GAAP measures, in evaluating our ongoing operational performance. While we believe these non-GAAP financial measures provide useful supplemental information, non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. In addition, these non-GAAP financial measures may not be completely comparable to similarly titled measures of other companies due to potential differences in the exact method of calculation between companies.

We have acquired businesses whose net tangible assets include deferred revenue. In accordance with GAAP reporting requirements, we recorded write-downs of deferred revenue under arrangements predating the acquisition to fair value, which resulted in lower recognized revenue than the contributed purchase price until the related obligations to provide services under such arrangements are fulfilled. Therefore, our GAAP revenues after the acquisitions will not reflect the full amount of revenue that would have been reported if the acquired deferred revenue was not written down to fair value. The non-GAAP measures described below reverse the acquisition-related deferred revenue write-downs so that the full amount of revenue booked by the acquired companies is included, which we believe provides a more accurate representation of a revenue run-rate in a given period and, therefore, will provide more meaningful comparative results in future periods.

The non-GAAP financial measures discussed below exclude the impact of certain transactions because we believe they are not directly related to our operating performance in any particular period, but are for our long-term benefit over multiple periods. We believe that these non-GAAP financial measures reflect our ongoing business in a manner that allows for meaningful period-to-period comparisons and analysis of trends in our business.

(dollars in millions)	Years ended		
	December 31,		
	2017	2016	
GAAP Revenue	\$788.3	\$730.8	
Non-GAAP adjustments:			
Add: Acquisition-related deferred revenue write-down	2.5	3.6	
Non-GAAP revenue	\$790.8	\$734.5	
GAAP income from operations	\$64.0	\$61.8	
GAAP operating margin	8.1	% 8.5	%
Non-GAAP adjustments:			
Add: Acquisition-related deferred revenue write-down	2.5	3.6	
Add: Stock-based compensation expense	40.6	32.6	
Add: Amortization of intangibles from business combinations	43.4	42.4	
Add: Employee severance	4.3	2.0	
Add: Impairment of capitalized software development costs	—	—	
Add: Acquisition-related integration costs	1.0	1.4	
Add: Acquisition-related expenses	5.9	0.3	
Add: Restructuring costs	0.8	—	
Subtotal <sup>(1)</sup>	98.5	82.4	
Non-GAAP income from operations <sup>(1)</sup>	\$162.5	\$144.2	
Non-GAAP operating margin	20.6	% 19.6	%

(1) The individual amounts for each year may not sum to subtotal and non-GAAP income from operations due to rounding.



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Non-GAAP free cash flow is defined as operating cash flow less capital expenditures, including costs required to be capitalized for software development, and capital expenditures for property and equipment.

(dollars in millions)	Years ended	
	December 31,	
	2017	2016
GAAP net cash provided by operating activities	\$176.3	\$153.6
Less: purchase of property and equipment	(10.2 )	(17.7 )
Less: capitalized software development costs	(28.3 )	(26.4 )
Non-GAAP free cash flow	\$137.7	\$109.6
Non-GAAP organic revenue growth		

In addition, we use non-GAAP organic revenue growth and non-GAAP organic revenue growth on a constant currency basis, in analyzing our operating performance. We believe that these non-GAAP measures are useful to investors, as a supplement to GAAP measures, for evaluating the periodic growth of our business on a consistent basis. Each of these measures of non-GAAP organic revenue growth excludes incremental acquisition-related revenue attributable to companies acquired in the current fiscal year. For companies, if any, acquired in the immediately preceding fiscal year, non-GAAP organic revenue growth measures reflects presentation of full year incremental non-GAAP revenue derived from such companies as if they were combined throughout the prior period, and they include the non-GAAP revenue attributable to those companies, as if there were no acquisition-related write-downs of acquired deferred revenue to fair value as required by GAAP. In addition, each of these non-GAAP organic revenue growth measures excludes prior period revenue associated with divested businesses. The exclusion of the prior period revenue is to present the results of the divested businesses within the results of the combined company for the same period of time in both the prior and current periods. We believe this presentation provides a more comparable representation of its current business' organic revenue growth and revenue run-rate.

(dollars in millions)	Years ended December		
	31,		
	2017	Change	2016
GAAP revenue	\$788.3	7.9 %	\$730.8
Add: Non-GAAP acquisition-related revenue <sup>(1)</sup>	(13.9 )		3.6
Total Non-GAAP adjustments	(13.9 )		3.6
Non-GAAP revenue <sup>(2)</sup>	\$774.4	5.4 %	\$734.5
Foreign currency impact on Non-GAAP revenue <sup>(3)</sup>	—		—
Non-GAAP revenue on constant currency basis <sup>(3)</sup>	\$774.4	5.4 %	\$734.5

Non-GAAP acquisition-related revenue excludes incremental acquisition-related revenue calculated in accordance with GAAP that is attributable to companies acquired in the current fiscal year. For companies acquired in the immediately preceding fiscal year, non-GAAP acquisition-related revenue reflects presentation of full-year incremental non-GAAP revenue derived from such companies, as if they were combined throughout the prior period, and it includes the current period non-GAAP revenue from the acquisition-related deferred revenue write-down attributable to those companies.

Non-GAAP revenue for the prior year periods presented herein will not agree to non-GAAP revenue presented in the respective prior period quarterly financial information solely due to the manner in which non-GAAP organic revenue growth is calculated.

To determine non-GAAP organic revenue growth on a constant currency basis, revenues from entities reporting in foreign currencies were translated to U.S. Dollars using the comparable prior period's quarterly weighted average foreign currency exchange rates. The primary foreign currencies creating the impact are the Canadian Dollar, EURO, British Pound and Australian Dollar.



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APPENDIX B—FORM OF PROXY CARD

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders:  
The Notice of Annual Meeting of Stockholders and Proxy Statement, Annual Report and  
Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

BLACKBAUD, INC.

Proxy for Annual Meeting of Stockholders

June 12, 2018, 4:00 p.m., Eastern Time

This proxy is solicited by the Board of Directors

The undersigned stockholder of Blackbaud, Inc., a Delaware corporation, acknowledges receipt of the Notice of Annual Meeting of Stockholders and Proxy Statement, each dated April 24, 2018. The undersigned stockholder hereby also appoints Jon W. Olson and Anthony W. Boor, and each of them, with full power of substitution and power to act alone, as proxies to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of Blackbaud, Inc. that the stockholder would be entitled to vote if personally present and acting at the Annual Meeting of Stockholders of Blackbaud, Inc., to be held on June 12, 2018 at 4:00 p.m., Eastern Time, at 65 Fairchild Street, Charleston, South Carolina 29492, and at any adjournments or postponements thereof. This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on the reverse side

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VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on June 11, 2018. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

BLACKBAUD,  
INC.  
2000 DANIEL  
ISLAND DRIVE  
CHARLESTON,  
SC 29492  
ATTN: JON W.  
OLSON

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on June 11, 2018. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

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TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS  
PORTION FOR  
YOUR  
RECORDS

DETACH AND  
RETURN THIS  
PORTION  
ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.  
BLACKBAUD, INC.

The Board of Directors recommends you vote FOR each of the following nominees and FOR Proposals 2 and 3.

1. ELECTION OF CLASS B DIRECTORS

Nominees:	For	Against	Abstain
1a. George H. Ellis	..	..	..
1b. Andrew M. Leitch	..	..	..

2. ADVISORY VOTE TO APPROVE THE 2017 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. .. .. ..

3. RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2018. .. .. ..

NOTE: In their discretion, appointed proxies are authorized to vote upon such other business as may properly come before the Annual Meeting or any adjournment thereof. This

proxy when properly executed will be voted as directed herein by the undersigned stockholder. If no direction is made, this proxy will be voted FOR each of the nominees in Proposal 1 and FOR Proposals 2 and 3.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owner)	Date
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