

compensation committee will receive an annual fee of \$5,000; and

- the chairman of our nominating and corporate governance committee will receive an annual fee of \$10,000, and other members of our nominating and corporate governance committee will receive an annual fee of \$2,500.

Non-employee directors will not receive per meeting attendance fees for attending meetings of our board of directors or its committees. The chairperson of a committee will not be paid the additional annual cash retainer for service as a member of that committee.

Subject to any limits under our 2015 Plan, each non-employee director may elect to convert his or her cash compensation under the non-employee director policy into an award of RSUs under our 2015 Plan. If the non-employee director makes this election in a timely manner in accordance with the policy, each such award of RSUs will be granted on the same date as the corresponding cash compensation otherwise would be paid under the policy, will have a grant-date fair value (determined under GAAP) equal to the aggregate amount of such cash compensation, and will be fully vested on the grant date.

Subject to any limits in our 2015 Plan, each person who first becomes a non-employee director will receive an initial grant of RSUs on the date of his or her appointment having a grant-date fair value (determined under GAAP) equal to \$250,000 multiplied by a fraction (i) the numerator of which is (x) 12 minus (y) the number of months between the date of the last annual meeting and the date the non-employee director becomes a member of our board of directors and (ii) the denominator of which is 12 (unless his or her appointment to our board of directors occurs on the date of an annual meeting of our stockholders), each continuing non-employee director will receive an annual grant of RSUs on the date of each annual meeting having a grant-date fair value (determined under GAAP) of \$250,000, and each lead independent director will receive an annual grant of RSUs on the date of each annual meeting having a grant-date fair value (determined under GAAP) of \$70,000. Each initial grant, annual grant, and lead independent director grant will be granted under our 2015 Plan and vest upon the earlier of the next annual meeting of our stockholders following the grant date or the one-year anniversary of the grant date, subject to the non-employee director's continued service with us through such date.

The awards granted to a non-employee director under the policy will become fully vested upon a "change in control" as defined in our 2015 Plan.

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EXECUTIVE COMPENSATION

Our named executive officers for 2014, which consist of our Chief Executive Officer and our two most highly compensated executive officers other than our Chief Executive Officer, are:

- Jack Dorsey, our President and Chief Executive Officer;
- Sarah Friar, our Chief Financial Officer; and
- Alyssa Henry, our Seller Lead.

Summary Compensation Table

The following table sets forth information regarding the total compensation earned by or paid to our named executive officers for the year ended December 31, 2014:

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Option Awards (\$)⁽¹⁾	All Other Compensation (\$)	Total (\$)
Jack Dorsey <i>President and Chief Executive Officer</i>	2014	3,750	—	—	—	3,750
Sarah Friar <i>Chief Financial Officer</i>	2014	230,000	—	1,253,408	42,253 ⁽²⁾	1,525,661
Alyssa Henry <i>Seller Lead</i>	2014	147,289 ⁽³⁾	50,000 ⁽⁴⁾	6,526,394	131,525 ⁽⁵⁾	6,855,208