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**From:** Vahe Stepanian [REDACTED]  
**Sent:** 6/24/2015 11:14:50 AM  
**To:** [REDACTED]  
**Subject:** RE: \*\*\* NEW JOINT BOOKRUN IPO \*\*\* XACTLY CORP (NYSE: XTLY) \*\*\* APPROVED FOR EXTERNAL DISTRIBUTION \*\*\* [C]

Classification: **Confidential**

Thanks Rich. I just spoke to Darren and verbally confirmed both indications.

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**From:** Richard Kahn [REDACTED]  
**Sent:** Wednesday, June 24, 2015 10:53 AM  
**To:** Vahe Stepanian  
**Cc:** Darren Indyke  
**Subject:** Re: \*\*\* NEW JOINT BOOKRUN IPO \*\*\* XACTLY CORP (NYSE: XTLY) \*\*\* APPROVED FOR EXTERNAL DISTRIBUTION \*\*\*

Please put in for 25,000 shares. Thank you.

Sent from my iPhone

On Jun 23, 2015, at 3:17 PM, Vahe Stepanian <[REDACTED]> wrote:

Jeffrey – FYI on the below.

Thank you,  
Vahe

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**\*\*\* APPROVED FOR EXTERNAL DISTRIBUTION \*\*\***

Issuer: Xactly Corp.

Symbol: XTLY

Deal size: 7,037,500 shares (97% primary / 3% secondary) plus 15% greenshoe (100% primary / % secondary)

Offer range: \$10.00 – 12.00

Exchange: NYSE

Anticipated pricing: Thursday, June 25<sup>th</sup>

**Roadshow:**

6/15: New York  
6/16: New York  
6/17: New York  
6/18: Boston