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third of each grant of stock options and restricted stock will be subject to performance-based vesting conditions. Subject to the recipient's continued service with the Company through each applicable vesting date, one fourth of the shares subject to time-vesting stock options and time-vesting restricted stock will vest on each of December 31, 2017, December 31, 2018, December 31, 2019 and December 31, 2020. Subject to the recipient's continued service with the Company through the applicable vesting event, shares subject to performance-based stock options and performance-based restricted stock will fully vest on the date immediately following the date on which the closing trading price of a share of Class A common stock on the NYSE or other such primary exchange on which shares of Class A common stock are listed and traded has equaled or exceeded two times the per share price to the public in this offering for ten consecutive trading days.

If the recipient's employment is terminated by us without cause, by the recipient for good reason, or as a result of the recipient's death or disability, any outstanding and unvested time-vesting stock options and time-vesting restricted stock that would have vested on the next vesting date will vest pro rata based on the recipient's completed number of months of employment with us since the vesting date immediately preceding the recipient's termination. Upon any other termination of employment, all unvested time-vesting stock options and time-vesting restricted stock will be forfeited. If the recipient's employment is terminated prior to the date on which the performance-vesting stock options or performance-vesting restricted stock vests, any outstanding and unvested performance-vesting stock options and performance-vesting restricted stock will be forfeited.

On a "change in control," any outstanding and unvested time-vesting stock options and time-vesting restricted stock will become fully vested and any outstanding and unvested performance-vesting stock options and performance-vesting restricted stock will become fully vested if the consideration received by holders of our Class A common stock in cash or marketable securities in such change in control transaction equals or exceeds two times the per share price to the public in this offering. To the extent the performance-vesting stock options and performance-vesting restricted stock do not vest as a result of the change in control, such unvested performance-vesting stock options and performance-vesting restricted stock will be forfeited as of the date of such change in control.

The recipient is subject to a covenant not to disclose confidential information while employed and for an indefinite period thereafter and covenants not to compete and not to solicit employees and customers while employed and for a two-year period following the recipient's termination of employment for any reason.

If the recipient has engaged in or engages in any "detrimental activity" (as defined in our 2015 Omnibus Incentive Plan), then the Committee may, in its sole discretion, take any action permitted under our 2015 Omnibus Incentive Plan, including (1) cancelling the recipient's stock options or unvested restricted stock or (2) requiring the recipient to forfeit any gain realized on the vesting of the recipient's restricted stock, the exercise of stock options or the disposition of shares of common stock received upon the exercise of stock options and, in each case, repay such gain to the Company. To the extent that a recipient receives any amount in excess of the amount that the recipient should otherwise have received under the terms of the award for any reason (including, without limitation, by reason of a financial restatement, mistake in calculations or other administrative error), the recipient will be required to repay any such excess amount to the Company.

The following table illustrates the number of shares of restricted stock and number of shares subject to option to be granted:

	<b>Stock Options (#)</b>	<b>Restricted Stock (#)</b>
Frank J. Bisignano	2,214,552	949,094
Michael K. Neborak	79,091	79,091
Cynthia A. Armine-Klein	237,273	237,273
Sanjiv Das	474,547	316,365
Himanshu A. Patel	632,729	316,365