

Cc: Daniel Sabba; Ariane Dwyer; Paul Morris; Stewart Oldfield; Richard Kahn

Subject: FW: *** PRICING DETAILS *** JOINT BOOKRUN IPO *** XACTLY CORP (NYSE: XTLY) *** APPROVED FOR EXTERNAL DISTRIBUTION *** [C]

Classification: **Confidential**

Jeffrey – today you were allocated 600 XTLY @ \$8.00.

Thank you,

Vahe

From: Nate Hall

Sent: Thursday, June 25, 2015 5:47 PM

Subject: *** PRICING DETAILS *** JOINT BOOKRUN IPO *** XACTLY CORP (NYSE: XTLY) *** APPROVED FOR EXTERNAL DISTRIBUTION ***

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

Issuer: Xactly Corp.

Symbol: XTLY

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

Offer price: \$8.00

Exchange: NYSE

Trade date: 6/26

Settlement date: 7/1

Bookrunners:

JPMorgan

Deutsche Bank

UBS

Co-managers:

Needham

Oppenheimer

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other