

Altisource Portfolio Solutions S.A.  
Form DEF 14A  
April 06, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

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 ss.240.14a-12

**ALTISOURCE PORTFOLIO SOLUTIONS S.A.**

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(Name of Registrant as Specified in its Charter)

N/A

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(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:  
N/A
  - 2) Aggregate number of securities to which the 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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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

N/A

2) Form, Schedule or Registration Statement No.:

N/A

3) Filing Party:

N/A

4) Date Filed:

N/A

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April 6, 2017

Dear Fellow Shareholder:

On behalf of the Board of Directors, we cordially invite you to attend the Annual Meeting of Shareholders of Altisource Portfolio Solutions S.A. (the "Annual Meeting") which will be held at the registered office of the Company located at 40, avenue Monterey, L-2163 Luxembourg City, Grand Duchy of Luxembourg on Wednesday, May 17, 2017, at 9:00 a.m. Central European Time. We will also hold an Extraordinary Meeting of Shareholders (the "Extraordinary Meeting") at 10:00 a.m. Central European Time on the same day and in the same location. The Board of Directors is convening the Extraordinary Meeting in order to consider certain amendments to the Company's Articles of Incorporation, as more fully set forth in the accompanying materials. Further details regarding admission to the Annual Meeting and Extraordinary Meeting as well as the business to be conducted at each meeting are also more fully described in the accompanying materials.

It is very important that you be represented at the Annual Meeting and the Extraordinary Meeting regardless of the number of shares you own or whether you are able to attend the meetings in person. **IMPORTANT NOTE REGARDING PROXY CARDS:** If you are a shareholder of record (that is, you hold your shares in your name as a holder of record with our transfer agent), you will receive two proxy cards one for the Annual Meeting and one for the Extraordinary Meeting. It is very important that you return all proxy cards to ensure that your vote is represented at the relevant meetings. Whether or not you plan to attend the meetings, please complete, date and sign the enclosed proxy cards and return them in the enclosed envelope as promptly as possible so that your shares may be represented at the relevant meetings and voted in accordance with your wishes. If your shares are held through a bank or broker, please follow the voting instructions you receive from your bank or broker. This will not prevent you from voting in person but will ensure that your vote is counted if you are unable to attend.

Thank you for your support and interest in Altisource Portfolio Solutions S.A.

Sincerely,

Timo Vättö  
Chairman of the Board of Directors

William B. Shepro  
Chief Executive Officer and Director

40, avenue Monterey, L-2163 Luxembourg, +352 2469 7900

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ALTISOURCE PORTFOLIO SOLUTIONS S.A.

JOINT PROXY STATEMENT

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**ALTISOURCE PORTFOLIO SOLUTIONS S.A.**  
**40, avenue Monterey**  
**L-2163 Luxembourg City**  
**Grand Duchy of Luxembourg**  
**R.C.S. Luxembourg B 72 391**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND  
IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 17, 2017**

**NOTICE**

Our Annual Meeting of Shareholders ("Annual Meeting") will be held:

**Date:** Wednesday, May 17, 2017  
**Time:** 9:00 a.m., Central European Time  
**Location:** Altisource Portfolio Solutions S.A.  
40, avenue Monterey  
L-2163 Luxembourg City  
Grand Duchy of Luxembourg

**PURPOSE**

To elect six (6) Directors for a one (1) year term and/or until their successors are duly elected and qualified;

To approve the appointment of Mayer Hoffman McCann P.C. to be our independent registered certified public accounting firm for the year ending December 31, 2017 and the appointment of Atwell S.à r.l to be our certified auditor (*Réviseur d'Entreprises*) for the same period;

To approve the appointment of Michelle D. Esterman, Chief Financial Officer of the Company, to be our supervisory auditor (*Commissaire aux Comptes*) to report on Altisource Portfolio Solutions S.A.'s unconsolidated annual accounts prepared in accordance with accounting principles generally accepted in Luxembourg ("Luxembourg GAAP")(the "Luxembourg Annual Accounts") for the years ending December 31, 2017 through December 31, 2022, or until her successor is duly elected and qualified, and to ratify her appointment by the Board of Directors as our supervisory auditor to report on the Luxembourg Annual Accounts for the years ended December 31, 2009 through December 31, 2016;

To approve the Luxembourg Annual Accounts for the year ended December 31, 2016 and Altisource Portfolio Solutions S.A.'s consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") including a footnote reconciliation of equity and net income to International Financial Reporting Standards ("IFRS") (the "Consolidated Accounts" and, together with the Luxembourg Annual Accounts, the "Luxembourg Statutory Accounts") as of and for the year ended December 31, 2016;

To receive and approve the Directors' reports for the Luxembourg Statutory Accounts for the year ended December 31, 2016 and to receive the reports of the supervisory auditor (*Commissaire aux Comptes*) for the Luxembourg Annual Accounts for the years ended December 31, 2009 through December 31, 2016;

To allocate the results in the Luxembourg Annual Accounts for the year ended December 31, 2016;





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To discharge each of the Directors of Altisource Portfolio Solutions S.A. for the performance of their mandates for the year ended December 31, 2016 and the supervisory auditor (*Commissaire aux Comptes*) for the performance of her mandate for the years ended December 31, 2009 through December 31, 2016;

To renew our share repurchase program such that Altisource Portfolio Solutions S.A. is authorized, for a period of five years from the date of the Annual Meeting, to repurchase up to twenty-five percent (25%) of the outstanding shares of its common stock (as of the close of business on the date of the Annual Meeting) at a minimum price of one dollar (\$1.00) per share and a maximum price of five hundred dollars (\$500.00) per share;

To approve, on an advisory (non-binding) basis, the compensation of Altisource's named executive officers as disclosed in the joint proxy statement ("Say-on-Pay");

To approve, on an advisory (non-binding) basis, the frequency of future shareholder advisory votes on executive compensation ("Say-on-Frequency"); and

To transact such other business as may properly come before the meeting and any adjournment or postponement of the meeting.

### PROCEDURES

Our Board of Directors has fixed March 20, 2017 as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting.

Only shareholders of record at the close of business on the record date will be able to vote at the Annual Meeting. In order to be admitted to the meeting, each shareholder will be asked to present proof of share ownership as of the record date and valid government-issued photo identification. If your shares are held in "street name" by a bank or broker, you will also need to obtain a "legal proxy" from the holder of record to vote at the meeting. **Even if you plan to attend the Annual Meeting, we recommend that you vote your shares in advance of the meeting pursuant to the instructions listed in the accompanying materials so that your vote will be counted if you are unable to attend the Annual Meeting.**

The joint proxy statement for our Annual Meeting and Extraordinary Meeting of Shareholders and our annual report to shareholders on Form 10-K for the year ended December 31, 2016 are available on our website under Investor Relations-Financial Information at <http://ir.altisource.com/financials.cfm>. In accordance with Securities and Exchange Commission ("SEC") rules, you may access our joint proxy statement at <http://www.proxyvote.com>, a website that does not identify or track visitors to the site, by entering the Control Number found on your Notice and Access Card or on your proxy card in the space provided. Although Luxembourg law does not require a quorum for the conduct of business at the Annual Meeting, in accordance with the requirements of the NASDAQ listing standards, the Company has established that the presence at the Annual Meeting of holders of at least thirty-three and one-third percent (33<sup>1</sup>/<sub>3</sub>%) of our issued and outstanding shares of common stock able to be voted, represented in person or by proxy, will constitute a quorum for the transaction of business at the Annual Meeting.

The Luxembourg Statutory Accounts, the Directors' reports for the Luxembourg Statutory Accounts, the statutory auditor's report on the Consolidated Accounts and the supervisory auditor's reports on the Luxembourg Annual Accounts will be available for inspection at the Company's registered office from May 8, 2017 until the conclusion of the Annual Meeting. Copies are also available to any shareholder who requests them by writing to our Corporate Secretary at Altisource Portfolio

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Solutions S.A., 40, avenue Monterey, L-2163 Luxembourg City, Grand Duchy of Luxembourg after May 8, 2017.

By Order of the Board of Directors,

Kevin J. Wilcox  
Corporate Secretary

April 6, 2017  
Luxembourg City, Grand Duchy of Luxembourg

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**ALTISOURCE PORTFOLIO SOLUTIONS S.A.**  
**40, avenue Monterey**  
**L-2163 Luxembourg City**  
**Grand Duchy of Luxembourg**  
**R.C.S. Luxembourg B 72 391**

**NOTICE OF EXTRAORDINARY MEETING OF SHAREHOLDERS AND  
IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE EXTRAORDINARY MEETING OF SHAREHOLDERS TO BE HELD ON MAY 17, 2017**

**NOTICE**

Our Extraordinary Meeting of Shareholders ("Extraordinary Meeting") will be held:

**Date:** Wednesday, May 17, 2017  
**Time:** 10:00 a.m. Central European Time  
**Location:** Altisource Portfolio Solutions S.A.  
40, avenue Monterey  
L-2163 Luxembourg City  
Grand Duchy of Luxembourg

**PURPOSE**

To amend the Company's Articles of Incorporation to (i) renew and extend the authorization of the Board of Directors to issue shares of the Company's common stock, within the limits of the Company's authorized share capital of one hundred million dollars (\$100,000,000) and, in connection with any such issuance, to limit or cancel the preferential subscription rights of shareholders, each for a period of five (5) years, as set forth in the proposed Amended and Restated Articles of Incorporation and (ii) receive the report issued by the Board of Directors pursuant to article 32 -3 (5) of the Luxembourg Law of 10 August 1915 on commercial companies, as amended (the "Luxembourg Company Law");

To amend the Company's Articles of Incorporation to effectuate recent changes in the Luxembourg Company Law, as the Company is required to do pursuant to the Luxembourg Law of 10 August 2016 and to make certain other administrative changes as set forth in the proposed Amended and Restated Articles of Incorporation; and

To transact such other business as may properly come before the meeting and any adjournment or postponement of the meeting.

**PROCEDURES**

Our Board of Directors has fixed March 20, 2017 as the record date for the determination of shareholders entitled to notice of and to vote at the Extraordinary Meeting.

Only shareholders of record at the close of business on the record date will be entitled to vote at the Extraordinary Meeting. In order to be admitted to the meeting, each shareholder will be asked to present proof of share ownership as of the record date and valid government-issued photo identification. If your shares are held in "street name" by a bank or broker, you will also need to obtain a "legal proxy" from the holder of record to vote at the meeting. **Even if you plan to attend the Extraordinary Meeting, we recommend that you vote your shares in advance of the meeting in**



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**one of the manners listed in the accompanying materials so that your vote will be counted if you later are unable to attend the Extraordinary Meeting.**

The joint proxy statement for our Annual Meeting and Extraordinary Meeting, including the Company's proposed Amended and Restated Articles of Incorporation are available on our website under Investor Relations-Financial Information at <http://ir.altisource.com/financials.cfm>. In accordance with Securities and Exchange Commission ("SEC") rules, you may access our joint proxy statement at <http://www.proxyvote.com>, a website that does not identify or track visitors of the site, by entering the Control Number found on your Notice and Access Card or on your proxy card in the space provided.

In accordance with Luxembourg law, the Extraordinary Meeting will validly deliberate on its agenda, *provided*, that a quorum representing fifty percent (50%) of our issued and outstanding shares of common stock able to be voted is reached. Under Luxembourg law, if a quorum is not reached at an extraordinary meeting for the purpose of resolving on the agenda thereof, the meeting may be adjourned or postponed to a later date at which time no quorum will be required, provided that certain notice procedures are fulfilled. In accordance with the requirements of the NASDAQ listing standards, in the event of such adjournment or postponement of the Extraordinary Meeting, the Company will require a quorum of thirty-three and one-third percent (33<sup>1</sup>/<sub>3</sub>%) of our issued and outstanding shares of common stock able to be voted for the transaction of business. The resolutions concerning the agenda of the Extraordinary Meeting, or any adjournment or postponement thereof, will be approved by the affirmative vote of the holders of at least two-thirds of the shares validly voted.

A copy of the proposed Amended and Restated Articles of Incorporation and the report of the Board of Directors pursuant to article 32-3 (5) of the Luxembourg Company Law will be available for inspection at the Company's registered office from May 8, 2017 until the conclusion of the Extraordinary Meeting. Copies are also available to any shareholder who requests them by writing to our Corporate Secretary at Altisource Portfolio Solutions S.A., 40, avenue Monterey, L-2163 Luxembourg City, Grand Duchy of Luxembourg.

By Order of the Board of Directors,

Kevin J. Wilcox  
Corporate Secretary

April 6, 2017  
Luxembourg City, Grand Duchy of Luxembourg

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**ALTISOURCE PORTFOLIO SOLUTIONS S.A.**

**JOINT PROXY STATEMENT**

**ANNUAL MEETING OF SHAREHOLDERS AND EXTRAORDINARY MEETING OF SHAREHOLDERS**

**General Information**

We have made this joint proxy statement available to you on or about April 6, 2017 as a holder of common stock of Altisource Portfolio Solutions S.A. ("Altisource" or the "Company") because our Board of Directors is soliciting your proxy to be used at our 2017 Annual Meeting and our Extraordinary Meeting, and any adjournment or postponement thereof. The Annual Meeting will be held on Wednesday, May 17, 2017, at 9:00 a.m. Central European Time for the purposes listed in the Notice of Annual Meeting of Shareholders. The Extraordinary Meeting will be held on the same day at 10:00 a.m. Central European Time for the purposes listed in the Notice of Extraordinary Meeting of Shareholders. Both meetings will be held at our registered office located at 40, avenue Monterey, L-2163 Luxembourg City, Grand Duchy of Luxembourg.

**Who May Vote**

You are entitled to vote at the Annual Meeting and the Extraordinary Meeting, and any adjournment or postponement thereof, if you are a holder of our common stock at the close of business on March 20, 2017. At the close of business on March 20, 2017, there were 18,426,969 shares of common stock issued, outstanding and able to be voted and no other class of equity securities outstanding. Each share of our common stock is entitled to one (1) vote at the Annual Meeting and one (1) vote at the Extraordinary Meeting on all matters presented for a vote at such meetings.

**Voting Procedures**

If you are a shareholder of record, you will receive two proxy cards, one for the Annual Meeting and one for the Extraordinary Meeting. You must return the proxy cards by mail or vote by attending the meetings. The proxy cards will tell you how to vote your shares.

If the shares you own are held in "street name" by a bank or broker, you will need to follow the directions such bank or broker provides to you. As in prior years, we have elected to provide access to our proxy materials over the Internet by mailing a Notice of Internet Availability of Proxy Materials (the "Notice") to the majority of our shareholders. Shareholders may access the proxy materials on the website referred to in the Notice or request a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice.

In order to comply with Luxembourg legal requirements, our shareholders of record (shareholders who own our shares in their own name through our transfer agent) will not be able to vote their shares over the Internet or by telephone; however, shareholders who own our shares through a bank or broker will be authorized to vote their shares in any manner authorized by their bank or broker.

Shareholders may also vote in person at the meetings. All shareholders must present valid government-issued photo identification to vote at the meeting. If your shares are held by a bank or broker, you will also need to obtain a "legal proxy" from the holder of record to vote at the meeting. For specific instructions, please refer to the proxy card or Notice you receive.

**Even if you plan to attend the meetings, we recommend that you vote your shares in advance of the meetings in one of the manners available to you so that your vote will be counted if you are unable to attend.**

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**How a Proxy Works**

If you properly submit your proxy to Altisource and do not revoke it prior to its use, it will be voted in accordance with your instructions. Other than as discussed below with respect to "broker non-votes," if no contrary instructions are given, each proxy received for the Annual Meeting will be voted "FOR" each of the nominees for Director named in this joint proxy statement and "FOR" each of the other proposals identified in the agenda for the Annual Meeting; each proxy received for the Extraordinary Meeting will be voted "FOR" the proposals identified in the agenda for the Extraordinary Meeting; and, with regard to any other business that properly comes before either meeting, each proxy will be voted in accordance with the discretion of the persons appointed as proxies.

If the shares you own are held by a bank or broker and you do not provide specific voting instructions to your bank or broker on a "non-routine" item as defined by the New York Stock Exchange, the bank or broker will be prohibited from voting your shares. This is commonly referred to as a "broker non-vote." All of our proposals other than the proposal to approve the appointment of our independent registered certified accounting firm and certified auditor are expected to be "non-routine" proposals and, therefore, if you do not instruct your bank or broker how to vote your shares with respect to these proposals, your shares will not be counted.

**How to Revoke a Proxy**

Your proxies may be used only at the relevant meetings and any adjournment or postponement thereof, and will not be used for any other meeting. You have the power to revoke your proxy at any time before it is exercised by:

filing written notice with our Corporate Secretary at the following address:

Kevin J. Wilcox, Corporate Secretary  
Altisource Portfolio Solutions S.A.  
40, avenue Monterey  
L-2163 Luxembourg City  
Grand Duchy of Luxembourg

submitting a properly executed proxy bearing a later date; or

appearing at the relevant meeting and giving the Corporate Secretary notice of your intention to vote in person.

**Quorum and Voting Information**

Although Luxembourg law does not require a quorum for the conduct of business at the Annual Meeting, in accordance with the requirements of the NASDAQ listing standards, the Company has established that the presence at the Annual Meeting of holders of at least thirty-three and one-third percent (33 $\frac{1}{3}$ %) of our issued and outstanding shares of common stock able to be voted, represented in person or by proxy, will constitute a quorum for the transaction of business at the Annual Meeting.

For the transaction of business at the Extraordinary Meeting, the presence of holders of at least fifty percent (50%) of our issued and outstanding shares of common stock able to be voted will constitute a quorum in accordance with Luxembourg law. Under Luxembourg law, if a quorum is not reached at an extraordinary meeting for the purpose of resolving on the agenda thereof, the meeting may be adjourned or postponed to a later date at which time no quorum will be required, provided that certain notice procedures are fulfilled. In accordance with the requirements of the NASDAQ listing standards, in the event of such adjournment or postponement of the Extraordinary Meeting, the Company will require a quorum of thirty-three and one-third percent (33 $\frac{1}{3}$ %) of our issued and outstanding shares of common stock able to

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be voted for the transaction of business. Abstentions and "broker non-votes" will be treated as present for purposes of a quorum.

Pursuant to Luxembourg law and assuming a quorum, the six (6) nominees for Director will be elected as Directors of Altisource at the Annual Meeting so long as the votes cast in favor of each such person exceed the votes cast against such person. You may vote for, against or abstain from voting for one (1) or more nominees for Director. The following Annual Meeting proposals will be approved if the votes cast in favor of the action exceed the votes cast against the action: the proposal to approve the appointment of Mayer Hoffman McCann P.C. ("Mayer Hoffman") to be our independent registered certified public accounting firm for the year ending December 31, 2016 and Atwell S.à r.l. ("Atwell") (*Réviseur d'Entreprises*) to be our certified auditor for all statutory accounts as required by Luxembourg law for the same period; the proposal to approve the appointment of Michelle D. Esterman, Chief Financial Officer of the Company, to be our supervisory auditor (*Commissaire aux Comptes*) to report on the Luxembourg Annual Accounts for the years ending December 31, 2017 through December 31, 2022, or until her successor is duly elected and qualified, and to ratify her appointment by the Board of Directors as our supervisory auditor to report on the Luxembourg Annual Accounts for the years ended December 31, 2009 through December 31, 2016; the proposal to approve the Luxembourg Statutory Accounts as of and for the year ended December 31, 2016; the proposal to receive and approve the Directors' reports for the Luxembourg Statutory Accounts for the year ended December 31, 2016 and to receive the reports of the supervisory auditor for the Luxembourg Annual Accounts for the years ended December 31, 2009 through December 31, 2016; the proposal to allocate the results in the Luxembourg Annual Accounts for the year ended December 31, 2016; the proposal to approve the discharge of each of the Directors of Altisource Portfolio Solutions S.A. for the performance of their mandate during the year ended December 31, 2016 and the supervisory auditor for the performance of her mandate for the years ended December 31, 2009 through December 31, 2016; the proposal to approve the renewal of our share repurchase program whereby Altisource Portfolio Solutions S.A. is authorized, for a period of five years, to repurchase up to twenty-five percent (25%) of the outstanding shares of its common stock (as of the close of business on the date of the Annual Meeting) at a minimum price of one dollar (\$1) per share and a maximum price of five hundred dollars (\$500) per share; the advisory vote to approve the compensation of Altisource's named executive officers as disclosed in the Proxy Statement ("Say-on-Pay"); and any other matter properly submitted for your consideration at the Annual Meeting. The approval of the advisory vote on the frequency of future shareholder advisory votes on executive compensation ("Say-On-Frequency") will be determined based on the frequency that receives the most votes. While our Board of Directors intends to carefully consider the shareholder votes resulting from the Say-On-Pay and Say-On-Frequency proposals, the final votes will not be binding on us and are advisory in nature.

Pursuant to Luxembourg law and assuming a quorum, the following Extraordinary Meeting proposals will be approved if the votes cast in favor of the action exceed two-thirds of the shares validly voted: the proposal to amend the Company's Articles of Incorporation to (i) renew and extend the authorization of the Board of Directors to issue shares of the Company's common stock, within the limits of the Company's authorized share capital of one hundred million dollars (\$100,000,000) and, in connection with any such issuance, to limit or cancel the preferential subscription rights of shareholders, each for a period of five (5) years, as set forth in the proposed Amended and Restated Articles of Incorporation and (ii) receive the report issued by the Board of Directors pursuant to article 32 -3 (5) of the Luxembourg Company Law; the proposal to amend the Company's Articles of Incorporation to effectuate recent changes in the Luxembourg Company Law, as the Company is required to do pursuant to the Luxembourg Law of 10 August 2016 and to make certain other administrative changes as set forth in the proposed Amended and Restated Articles of Incorporation; and any other matter properly submitted for your consideration at the Extraordinary Meeting.

Any other matter properly submitted for your consideration will be approved with such vote as required by Luxembourg law. Abstentions will not be counted in determining the votes cast in connection with the proposals in the agendas of the Annual Meeting and Extraordinary Meeting.



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**PROPOSALS TO BE CONSIDERED AT THE ANNUAL MEETING OF SHAREHOLDERS**

**ELECTION OF DIRECTORS**

(Proposal One)

Our Articles of Incorporation provide that our Board of Directors shall consist of no less than three (3) and no more than seven (7) members with the exact number to be decided by our shareholders.

We are proposing the six (6) nominees listed below for election as Directors at the Annual Meeting for a one (1) year term and/or until their successors are duly elected and qualified.

All nominees other than Mr. Morettini currently serve as our Directors. There are no arrangements or understandings between any nominee and any other person for selection as a nominee.

If any nominee is unable or unwilling to stand for election at the time of the Annual Meeting, the shares represented by a validly executed proxy will be voted for the election of such other person as the Board of Directors may recommend in his place, unless the Board of Directors chooses to reduce the number of Directors serving on the Board. At this time, our Board of Directors knows of no reason why any of the nominees would not be able or willing to serve as Director if elected.

The following table sets forth certain information concerning each of our nominees for Director:

Name	Age <sup>(1)</sup>	Since	Director	Executive Committee	Audit Committee	Compensation Committee	Nominations/ Governance Committee	Nomination/ Governance Committee
Orin S. Kramer	71	2016				X <sup>(2)</sup>	X <sup>(2)</sup>	X <sup>(2)</sup>
W. Michael Linn	68	2011			X	X <sup>(3)</sup>	X <sup>(4)</sup>	X <sup>(4)</sup>
Roland Müller-Ineichen	56	2009			X <sup>(4)</sup>	X	X	X <sup>(3)</sup>
William B. Shepro	48	2009	X					
Timo Vättö <sup>(5)</sup>	52	2009	X <sup>(4)</sup>	X		X <sup>(4)</sup>	X <sup>(3)</sup>	X
Joseph L. Morettini <sup>(6)</sup>	64	N/A						

(1) As of March 20, 2017

(2) Committee member effective November 15, 2016

(3) Committee member through November 14, 2016

(4) Committee Chairman for 2016

(5) Chairman of the Board of Directors

(6) Mr. Morettini will be appointed to one or more Committees after the Annual Meeting if he is elected to our Board of Directors

The principal occupation for the last five (5) years and additional biographical information of each nominee for Director are set forth below.

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All nominees for Director bring a wealth of leadership experience derived from their service in executive and managerial roles as well as extensive board experience.

**Orin S. Kramer.** Mr. Kramer was appointed to the Board of Directors of Altisource in August 2016. Mr. Kramer manages Boston Provident, L.P., a private investment fund founded in 1992. He has served as Chairman of the New Jersey State Investment Council from 2002 to 2010, Chairman of the Robert F. Kennedy Center from 2009 to 2013, and in his region as Chairman of the Community Chest from 1998 to 2007. Mr. Kramer chairs the Investment Committee of the National Park Foundation and has served on the Board of the Climate Reality Project, chaired by former Vice President Gore, since 2004. Mr. Kramer has also served on the boards of a number of financial services firms, both public and private.

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In 2011, Mr. Kramer was appointed to the New York State Council of Economic and Fiscal Advisors by Governor Cuomo. In 2007, he was appointed by the Pennsylvania State Treasurer as a member of the Financial Asset Management Commission, which reviewed the State's investment practices. In 1995, he was designated by the Secretary of Treasury to serve as a member of the Advisory Commission on Financial Services. He was named by President Clinton as a member of the Commission to Study Capital Budgeting. In 1992, he served as a coordinator of President-elect Clinton's transition team on financial services issues. In 1990, he was appointed by the Governor of California as Executive Director of the California Commission on Ratemaking for Workers Compensation Insurance. In 1986, he served as Vice-chairman and Executive Director of a special commission appointed by Governor Cuomo to study the liability insurance crisis and civil justice reform and he co-authored the New York DeWind Commission report on product deregulation for banks. Mr. Kramer has published two books and a number of studies on the financial services industry. He has taught financial institutions law at Columbia Law School.

From 1981 to 1983, Mr. Kramer was a member of the Financial Institutions group at the management-consulting firm of McKinsey & Co. From 1977 to 1981, he served as Associate Director of the White House Domestic Policy Staff. Previously, Mr. Kramer had been an associate with the law firm of Simpson Thacher & Bartlett and Executive Director of the New York State Commission on Living Costs and the Economy. He received a Bachelor of Arts from Yale College and a Juris Doctorate from Columbia Law School.

Mr. Kramer has over thirty-five years of experience in various public sector roles in the financial services industry. With his extensive experience in business advisory services and investment activity and his deep knowledge of the financial services industry, Mr. Kramer offers both financial expertise and a valuable perspective on government, regulation and risk management.

**W. Michael Linn.** Mr. Linn was appointed to the Board of Directors of Altisource in May 2011. Mr. Linn also serves as a Board member of Panua Partners in Hope, a charitable organization dedicated to demonstrating a cost effective methodology for eliminating multigenerational poverty. In addition, Mr. Linn is a private investor in energy-related industries. Mr. Linn previously served as President and Chief Executive Officer of Greensleeves, LLC from January 2010 to April 2014. He also served on the Board of Directors of National Lime and Stone from 1994 through 2012. Mr. Linn served on the Board of Directors of Ocwen from August 2002 to May 2008 and as the Executive Vice President of Sales and Marketing of Ocwen from February 2004 to May 2007. Prior to joining Ocwen, Mr. Linn served on the Board of Directors and as the Executive Vice President of Sales and Marketing of Solomon Software, Inc., a corporation now owned by Microsoft Corporation. He has also served on the Board of Directors and as President and Chief Executive Officer of Saunders, Inc., a venture backed, privately held financial services and technology solutions company. Mr. Linn holds a Bachelor of Arts from Harvard College and a Master of Business Administration from Harvard University.

Mr. Linn's extensive experience in rolling out emerging technologies and in the development of strategic relationships brings valuable operational, sales and strategic expertise to our Board of Directors. Furthermore, Mr. Linn is financially literate and qualifies as a financial expert as defined by NASDAQ listing standards and SEC rules. Through his five plus years of service on our Board of Directors, Mr. Linn has developed a thorough understanding of our business and industry.

**Roland Müller-Ineichen.** Mr. Müller-Ineichen was appointed to the Board of Directors of Altisource in July 2009. He also serves on the Board of Directors of Bank Arner SA, a provider of private banking services based in Lugano, Switzerland; of SWA Swiss Auditors AG, a private company based in Freienbach, Switzerland that provides auditing and consulting services for financial institutions in Switzerland; of Citibank (Switzerland) Ltd. based in Zurich and Geneva, Switzerland, a subsidiary of Citigroup that provides private banking services to High Net Worth individuals; and of Sberbank (Switzerland) Ltd, based in Zurich, Switzerland, a subsidiary of Sberbank Russia, offering trade finance, trading and corporate banking services. In addition, from May 2010 to September 2011, Mr. Müller-Ineichen served as a member of the Board of

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Directors of Absolute Private Equity AG, a Switzerland-based investment company. Mr. Müller-Ineichen served as a Partner with KPMG Switzerland and KPMG Europe LLP where he was the lead partner on audits of national and international Banks, Security Dealers and Fund Management Companies. Mr. Müller-Ineichen began working in the Zurich office of KPMG in June 1995 as a Senior Manager in the audit department focused on the banking and financial services industries and served as a Partner from January 1999 until his retirement in December 2008. Prior to joining KPMG, Mr. Müller-Ineichen progressed through various audit and managerial roles with Switzerland-based financial institutions. Mr. Müller-Ineichen is a Swiss Certified Public Accountant. He completed a commercial and banking business apprenticeship with UBS in 1980. Mr. Müller-Ineichen holds a Business Commerce degree.

Mr. Müller-Ineichen's past employment experience provides the Board of Directors with accounting expertise, and his experience in the financial services industry provides the Board of Directors with valuable strategic and financial insights. Furthermore, Mr. Müller-Ineichen is financially literate and qualifies as a financial expert as defined by NASDAQ listing standards and SEC rules. Through his seven plus years of service on our Board of Directors, Mr. Müller-Ineichen has developed a thorough understanding of our business and industry.

**William B. Shepro.** Mr. Shepro was appointed Chief Executive Officer and to the Board of Directors of Altisource in July 2009. Mr. Shepro previously served as the President and Chief Operating Officer of Ocwen Solutions, a business unit of Ocwen Financial Corporation ("Ocwen"). From 2003 to 2009, he served as President of Global Servicing Solutions, LLC, a joint venture between Ocwen and Merrill Lynch. Mr. Shepro also held the positions of Senior Vice President of Ocwen Recovery Group and Senior Vice President, Director and Senior Manager of Commercial Servicing at Ocwen. He joined Ocwen in 1997. Mr. Shepro serves on the Boards of Altisource and certain of its subsidiaries. He holds a Bachelor of Science in Business from Skidmore College and a Juris Doctorate from the Florida State University College of Law.

Mr. Shepro's day-to-day leadership and intimate knowledge of our business and operations provides the Board of Directors with Company-specific experience and expertise. Furthermore, Mr. Shepro's legal background and operational experience in the residential and commercial mortgage servicing industries provide the Board of Directors with valuable strategic, industry and operational insights.

**Timo Vättö.** Mr. Vättö was appointed to the Board of Directors of Altisource in August 2009, as Lead Independent Director in May 2014 and as Chairman of the Board of Directors in January 2015. He is the founder and owner of Cundo Management AG, a provider of independent corporate advisory services, which was founded in November 2008. Mr. Vättö serves as Chairman of the Board of Directors of Evalueserve Ltd, a privately held global professional services provider offering research, analytics and data management services. He also serves on the Board of Directors of IHAG Holding AG, a family-owned company that holds a diversified portfolio of majority and minority shareholdings in a variety of sectors, on the Board of Directors of Rettig Group, a privately held investment company, and as Chairman of the Board of Directors of KYC Exchange Net AG, a privately held company that provides a secure platform for Know Your Customer and Customer Due Diligence purposes. Previously, Mr. Vättö was employed by Citigroup in Switzerland and the U.S. for almost twenty years in senior client coverage and business head roles within Corporate and Investment Banking, most recently as Head of Swiss Investment Banking. In addition, from 2004 to 2009, Mr. Vättö served as a member of the Board of Directors, including as a member of the Audit Committee, of Citibank (Switzerland) AG, part of Citigroup's Wealth Management Business. Mr. Vättö holds a Master of Science in Economics and Business Administration from the University of Tampere in Finland.

Mr. Vättö's experience with Cundo Management AG and Citigroup makes him financially literate and qualifies him as a financial expert as defined by NASDAQ listing standards and SEC rules, and his knowledge of the financial services industry provides the Board of Directors with subject matter expertise. Through his seven plus years of service on our Board of Directors, Mr. Vättö has developed a thorough understanding of our business and industry.

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