

# TERADATA CORP /DE/

## FORM 8-K

(Current report filing)

Filed 08/03/09 for the Period Ending 07/28/09

Address	10000 INNOVATION DRIVE DAYTON, OH 45342
Telephone	937-242-4800
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Industry	Computer Services
Sector	Technology
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (date of earliest event reported): July 28, 2009**

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**TERADATA CORPORATION**

(Exact Name of Registrant Specified in Charter)

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**Commission File Number 001-33458**

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**75-3236470**  
(I.R.S. Employer  
Identification No.)

**2835 Miami Village Drive  
Dayton, Ohio 45342**  
(Address of principal executive offices and zip code)

**Registrant's telephone number, including area code: (866) 548-8348**

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240, 14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240, 13e-4(c))
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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On July 28, 2009, the Board of Directors (the "Board") of Teradata Corporation ("Teradata") approved the election of Nancy E. Cooper ("Ms. Cooper") as a member of the Board, effective as of August 1, 2009 (the "Effective Date"). Teradata expanded the size of the Board from eight to nine to accommodate the addition of Ms. Cooper. Ms. Cooper will serve as a Class I director, until the 2011 Annual Meeting of Stockholders or until such time as her successor is duly elected and qualified or as otherwise provided in Teradata's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws. Ms. Cooper is an independent director, and there are no arrangements or understandings between Ms. Cooper and any other person pursuant to which Ms. Cooper was selected as a director. There are no transactions involving Ms. Cooper that would be required to be reported under Item 404(a) of Regulation S-K.

As of the Effective Date, Ms. Cooper will participate in certain non-employee director compensation arrangements under the Teradata Corporation Director Compensation Program (the "Program"), a copy of which may be found at Exhibit 10.4 to the Quarterly Report on Form 10-Q filed on May 15, 2008, with the U.S. Securities and Exchange Commission on behalf of Teradata. Under the terms of the Program, Ms. Cooper will receive an initial equity grant of restricted stock units corresponding to the number of whole shares of the common stock of Teradata ("Common Stock") determined by dividing the dollar amount of the initial equity grant (\$75,000.00) by the Fair Market Value (as defined in the Teradata Corporation 2007 Stock Incentive Plan) of one share of Teradata Common Stock on the Effective Date. Ms. Cooper will also receive a mid-year equity award with a dollar value equal to \$93,750.00, with such award consisting of (a) stock options to purchase whole shares of Common Stock with the number of options determined by applying the Option Formula (as defined below) to 50% of the dollar value of such award (\$46,875.00) at an exercise price for each share subject to the option equal to the Fair Market Value of one such share on August 1, 2009, and (b) a number of restricted stock units of the Company's Common Stock, which number shall be determined by applying the RSU Formula (as defined below) to 50% of the dollar value of such award (\$46,875.00).

The number of shares for each such stock option grant will be determined according to the formula (the "Option Formula") set forth in the Teradata Corporation Board of Directors Statement of Policy With Respect to Equity Award Approvals (the "Equity Approval Policy") as follows:

- The number of shares for a stock option award shall be determined by dividing the applicable dollar value of the option grant by the average of closing per-share price of Teradata common stock as listed on the New York Stock Exchange ("NYSE") for the 20 trading days immediately preceding the effective date of the equity award, and then dividing the result by the current year's Black-Scholes valuation factor. The result shall be rounded to the nearest whole share.

The number of shares for each such restricted stock unit award will be determined according to the formula (the "RSU Formula") set forth in the Equity Approval Policy as follows:

- To calculate the number of restricted stock units, the approved dollar value of such award for each recipient shall be divided by the average of the closing per-share price of Teradata Common Stock as listed on the NYSE for the 20 trading days immediately preceding the effective date of the equity award. The result shall be rounded to the nearest whole unit or share.

In addition, as of the Effective Date, Ms. Cooper will receive a prorated annual retainer in the amount of \$75,000.00, with an additional retainer amount of \$5,000.00 for serving as a member of the Audit Committee, each retainer to be paid on a quarterly basis and prorated for the portion of the 2009-2010 Board Year in which Ms. Cooper is a member of the Board or Audit Committee, as applicable. The "2009-2010 Board Year" is defined as the year beginning on the date of the Company's 2009 Annual Meeting of Stockholders (April 28, 2009) and ending on the date of Teradata's 2010 Annual Meeting of Stockholders.

As of the Effective Date, the following membership changes were made to the committees of the Board:

- Mr. Boykin was removed as a member of the Compensation and Human Resource Committee and was named as a member of the Audit Committee;

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- Mr. Kepler was removed as a member of the Audit Committee and was named as a member of the Committee on Directors and Governance; and
  - Ms. Cooper was named as a member of the Audit Committee.

Therefore, effective as of the Effective Date, the membership of the committees of the Board is as follows:

- Audit Committee: Messrs. Lund (Chair), Boykin and Fu and Ms. Cooper;
- Compensation and Human Resource Committee: Messrs. Ringler (Chair), Fiore, and Stavropoulos;
- Committee on Directors and Governance: Messrs. Ringler (Chair), Stavropoulos and Kepler; and
- Executive Committee: Messrs. Ringler, Koehler, Lund and Stavropoulos.

On July 28, 2009, Teradata issued a press release that announced the election of Ms. Cooper to the Board as of August 1, 2009, a copy of which press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

The following exhibit is attached with this current report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Teradata Corporation, dated July 28, 2009.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Teradata Corporation**

Dated: August 3, 2009

By: /s/ Laura K. Nyquist

Laura K. Nyquist

General Counsel and Secretary

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## Index to Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Teradata Corporation, dated July 28, 2009.



2835 Miami Village Drive  
Miamisburg, OH 45342

NEWS RELEASE

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**For Release on July 28, 2009**

**Cooper Elected to Teradata Board of Directors**

***Brings deep technology and financial management expertise***

**MIAMISBURG, Ohio** – Teradata Corporation (NYSE: TDC), the world's largest company solely focused on data warehousing and enterprise analytics, today announced the election of technology company leader Nancy E. Cooper to its Board of Directors. She will join the board as a Class I director effective August 1, 2009.

"Ms. Cooper brings extensive leadership experience in software companies where her financial expertise helped to drive and support innovation and growth," said James (Jim) Ringler, chairman, Teradata Corporation. "Her deep understanding of the technology industry and her financial management experience position her as a strong addition to the Teradata Board."

Cooper is executive vice president and chief financial officer of CA, Inc., one of the world's largest IT management software providers operating in 45 countries. Previously, she was chief financial officer of IMS Health, Inc., an information services company to the pharmaceutical industry. With some 30 years in technology and corporate finance, Cooper's earlier experience included serving as chief financial officer of both Reciprocal, Inc., a leading digital rights management and consulting firm, and Pitney Bowes Credit Corporation, an international credit company. In 1998, she served as a partner responsible for finance and administration at General Atlantic Partners, a private equity firm focused on software and services investments. Cooper began her career at IBM where she held increasingly important

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roles that focused on technology strategy and financial management, including chief financial officer of the Global Industries Division, assistant corporate controller, and controller and treasurer of IBM Credit Corporation.

She holds a Bachelor of Arts degree in economics and political science from Bucknell University and an MBA from the Harvard Graduate School of Business Administration.

***About Teradata***

Teradata Corporation (NYSE: TDC) is the world's largest company solely focused on raising intelligence through data warehousing, data warehouse appliances, consulting services and enterprise analytics. Teradata is in more than 60 countries and on the Web at www.teradata.com.

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Teradata is a trademark or registered trademark of Teradata Corporation in the United States and other countries.