

EXECUTIVE COMPENSATION

Overview

Our compensation programs are designed to:

- attract, motivate, incentivize and retain employees at the executive level who contribute to our long-term success;
- provide compensation packages to our executives that are fair and competitive and reward high performance and the achievement of our business objectives and effectively align their interests with those of our stockholders; and
- effectively align our executives' interests with those of our stockholders by focusing on long-term equity incentives that correlate with the growth of sustainable long-term value for our stockholders.

Our compensation committee is responsible for the executive compensation programs for our executive officers and reports to our board on its discussions, decisions and other actions. Our Chief Executive Officer makes recommendations for the respective executive officers that report to her to our compensation committee and typically attends compensation committee meetings. Our Chief Executive Officer makes such recommendations (other than with respect to herself) regarding base salary, and short-term and long-term compensation, including equity incentives, for our executive officers based on our results, an executive officer's individual contribution toward these results, the executive officer's role and performance of his or her duties and his or her achievement of individual goals. Our compensation committee then reviews the recommendations and other data, including various compensation survey data and publicly-available data of our peers, and makes decisions as to the target total direct compensation for each executive officer, including our Chief Executive Officer, as well as each individual compensation element. While our Chief Executive Officer typically attends meetings of the compensation committee, the compensation committee meets outside the presence of our Chief Executive Officer when discussing her compensation and when discussing certain other matters, as well.

Our compensation committee is authorized to retain the services of one or more executive compensation advisors, as it sees fit, in connection with the establishment of our executive compensation programs and related policies. In the fiscal year ended December 31, 2018, the compensation committee continued to retain Compensia, Inc., a national compensation consulting firm with compensation expertise relating to technology companies, to provide it with market information, analysis and other advice relating to executive compensation on an ongoing basis. The compensation committee engaged Compensia, Inc. to, among other things, assist in developing an appropriate group of peer companies to help us determine the appropriate level of overall compensation for our executive officers, as well as to assess each separate element of compensation, with a goal of ensuring that the compensation we offer to our executive officers, individually as well as in the aggregate, is competitive and fair. We do not believe the retention of, and the work performed by, Compensia, Inc. creates any conflict of interest.

The compensation provided to our named executive officers for the fiscal year ended December 31, 2018 is set forth in the Summary Compensation Table below and the accompanying footnotes and narrative that follow this section.

Our named executive officers for the fiscal year ended December 31, 2018, which consisted of our Chief Executive Officer and our two most highly compensated executive officers other than our Chief Executive Officer, were:

- Julia Hartz, our Chief Executive Officer;
- Samantha Harnett, our Senior Vice President, General Counsel; and
- Brian Irving, our Chief Brand Officer.

Our executive compensation program is based on a pay for performance philosophy. Compensation for our executive officers is composed primarily of the following main components: base salary and equity incentives in the form of stock options and RSUs. Our executive officers, like all full-time employees, are eligible to participate in our health and welfare benefit plans. As we continue to transition from a private company to a publicly-traded company, we intend to evaluate our compensation philosophy and compensation plans and arrangements as circumstances require.

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The following table provides information regarding the total compensation, for services rendered in all capacities, that was earned by our named executive officers during the year ended December 31, 2018.

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$)⁽¹⁾	Option Awards (\$)⁽²⁾	All Other Compensation (\$)⁽³⁾	Total (\$)
Julia Hartz,	2018(4)	358,108	0	25,206,620(5)	0	25,564,728
<i>Chief Executive Officer</i>	2017	335,000	0	0	0	335,000
Samantha Harnett,	2018(6)	310,094	706,800	0	5,500	1,022,394
<i>Senior Vice President, General Counsel</i>						
Brian Irving	2018(7)	294,318	0	736,505	5,500	1,036,323
<i>Chief Brand Officer</i>						

- (1) The amounts reported represent the aggregate grant date fair value of the RSUs awarded to our named executive officers in the year ended December 31, 2018, calculated in accordance with FASB ASC Topic 718. Such grant date fair value does not take into account any estimated forfeitures related to service-vesting conditions. The assumptions used in calculating the grant date fair value of the RSUs reported in this column are set forth in the Notes to our Consolidated Financial Statements included in the 2018 Annual Report. The amounts reported in this column reflect the accounting cost for the RSUs and does not correspond to the actual economic value that may be received by the officer upon settlement of such RSUs.
- (2) The amounts reported represent the aggregate grant date fair value of the stock options awarded to the named executive officer in the year ended December 31, 2018 calculated in accordance with FASB ASC Topic 718. Such grant date fair value does not take into account any estimated forfeitures related to service-vesting conditions. The assumptions used in calculating the grant date fair value of the stock options reported in this column are set forth in the Notes to our Consolidated Financial Statements included in the 2018 Annual Report. The amounts reported in this column reflect the accounting cost for these stock options and do not correspond to the actual economic value that may be received by the named executive officers upon exercise of the stock options.
- (3) The amounts reported reflect company matching contributions to our 401(k) Plan.
- (4) Ms. Hartz's base salary was increased from \$335,000 to \$390,000, effective July 31, 2018.
- (5) The amount reported represents a one-time retention grant awarded to Ms. Hartz prior to our initial public offering to incentivize her to remain our Chief Executive Officer through and following our initial public offering. The size of the award was approved by our board after receiving input from our compensation consultant, including the review of market data and compensation received by other chief executive officers of similar pre-IPO private companies.
- (6) Ms. Harnett's base salary was increased from \$276,375 to \$330,000, effective May 15, 2018.
- (7) The amount reported represents Mr. Irving's base salary of \$300,000, pro-rated to reflect his date of hire in early January 2018.

Narrative to Summary Compensation Table***Base Salaries***

We use base salaries to recognize the experience, skills, knowledge and responsibilities required of all our employees, including our named executive officers. Base salaries are reviewed annually, typically in connection with our annual performance review process, and adjusted from time to time to realign salaries with market levels after taking into account individual responsibilities, performance and experience. For the year ended December 31, 2018, the annual base salaries for each of Ms. Hartz, Ms. Harnett and Mr. Irving were \$390,000, \$330,000 and \$300,000.

Bonuses

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None of our named executive officers received any bonuses or non-equity incentive compensation during the fiscal year ended December 31, 2018.

Equity Compensation

Although we do not have a formal policy with respect to the grant of equity incentive awards to our executive officers, we believe that equity grants provide our executives with a strong link to our long-term performance, create an ownership culture and help to align the interests of our executives and our stockholders. In addition, we believe that equity grants with a time-based vesting feature promote executive retention because this feature incentivizes our executive officers to remain in our employment during the vesting period. Accordingly, our board periodically reviews the equity incentive compensation of our named executive officers and from time to time may grant equity incentive awards to them. During the year ended December 31, 2018, we granted options to purchase shares of our common stock to Ms. Hartz and Mr. Irving and RSUs to Ms. Harnett, as described in more detail in the "Outstanding Equity Awards at 2018 Year-End" table.

Executive Employment Arrangements

We initially entered into offer letters with each of the named executive officers in connection with his or her employment with us, which set forth the terms and conditions of employment of each individual, including base salary, target annual bonus opportunity and standard employee benefit plan participation.

Offer Letters in Place During the Year Ended December 31, 2018 for Named Executive Officers***Julia Hartz***

On November 30, 2005, we entered into an offer letter with Ms. Hartz, which was subsequently amended on April 21, 2016 in connection with her promotion to Chief Executive Officer. The offer letter, as amended, provided for Ms. Hartz's at-will employment and set forth her annual base salary and an option grant (including an option grant in connection with her promotion), as well as her eligibility to participate in our benefit plans generally. Ms. Hartz is subject to our standard employment, confidential information, invention assignment and arbitration agreement.

Samantha Harnett

On October 26, 2015, we entered into an offer letter with Ms. Harnett pursuant to which she became our Vice President, General Counsel. Ms. Harnett subsequently became our Senior Vice President, General Counsel. The offer letter provided for Ms. Harnett's at-will employment and set forth her annual base salary and an option grant, as well as her eligibility to participate in our benefit and bonus plans generally. Ms. Harnett is subject to our standard employment, confidential information, invention assignment and arbitration agreement.

Brian Irving

On December 29, 2017, we entered into an offer letter with Mr. Irving pursuant to which he became our Chief Brand Officer. The offer letter provided for Mr. Irving's at-will employment and set forth his annual base salary and an option grant, as well as his eligibility to participate in our benefit and bonus plans generally. Mr. Irving is subject to our standard employment, confidential information, invention assignment and arbitration agreement.

Executive Severance and Change in Control Agreements

In 2017, we entered into Executive Severance and Change in Control Agreements with certain of our executive officers, including Ms. Hartz, Ms. Harnett and Mr. Irving, which provides that upon a termination by us for any reason other than for "cause," as defined in such agreement, death or disability, outside of the change in control period (i.e., the period beginning three months prior to and ending 12 months after, a "change in control," as defined in such agreement), Ms. Hartz, Ms. Harnett and Mr. Irving will be entitled to receive, subject to the execution and delivery of an effective release of claims in our favor, (i) a lump sum cash payment equal to six months of base salary and (ii) a monthly cash payment equal to the contribution that we would have made to provide health insurance to the executive officer if the executive officer had remained employed by us for up to six months.

The Executive Severance and Change in Control Agreement also provides that upon a (i) termination by us other than for cause, death or disability or (ii) resignation for "good reason," as defined in such agreement, in each case within the change in control period, Ms. Hartz, Ms. Harnett and Mr. Irving will be entitled to receive, in lieu of the payments and benefits above and subject to the execution and delivery of an effective release of claims in our favor, (i) a lump sum cash payment equal to 12 months of base salary, (ii) a monthly cash payment equal to the contribution that we would have made to provide health insurance

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to the executive officer if the executive officer had remained employed by us for up to 12 months and (iii) full accelerated vesting of all outstanding and unvested equity awards held by such executive.

The payments and benefits provided under the Executive Severance and Change in Control Agreements in connection with a change in control may not be eligible for a federal income tax deduction by us pursuant to Section 280G of the Code. These payments and benefits may also subject such executive to an excise tax under Section 4999 of the Code. If the payments or benefits payable to Ms. Hartz, Ms. Harnett and Mr. Irving in connection with a change in control would be subject to the excise tax imposed under Section 4999 of the Code, then those payments or benefits will be reduced if such reduction would result in a higher net after-tax benefit to her or him.

Policy on Hedging and Pledging of Eventbrite Securities

We have an insider trading policy, which, among other things, prohibits our directors, officers, employees and consultants from engaging in derivative securities transactions, including hedging, with respect to our securities. In addition, no such person may pledge our securities as collateral for a loan or use our securities as collateral in a margin account.

Outstanding Equity Awards at Fiscal 2018 Year-End Table

The following table sets forth information regarding outstanding equity awards held by our named executive officers as of December 31, 2018:

Name	Vesting commencement date	Option Awards(1)				Stock Awards(2)		
		Number of securities underlying unexercised options		Option exercise price (\$)	Option Expiration Date	Number of shares or unites of stock that have not vested (#)	Market value of shares or units of stock that have not vested (\$)	
		exercisable (#)	unexercisable (#)					
Julia Hartz <i>Chief Executive Officer</i>	2/13/2013	250,000	(3)	—	2.41	2/27/2023	—	—
	5/1/2015	75,000	(3)	—	6.65	5/24/2025	—	—
	5/19/2016	1,552,468	(3)	—	7.40	5/18/2026	—	—
	5/31/2018	419,630	(3)	2,457,838	13.72	7/23/2028	—	—
Samantha Harnett <i>Senior Vice President, General Counsel</i>	11/10/2015	142,604	(4)	42,396	7.24	11/9/2025	—	—
	5/1/2017	17,020	(5)	25,980	6.79	5/22/2027	—	—
	5/31/2018	—	—	—	—	52,500	(6)	1,460,025
Brian Irving <i>Chief Brand Officer</i>	1/8/2018	—	175,000	(7)	8.65	2/7/2028	—	—

- (1) Each stock option was granted pursuant to our 2010 Stock Plan, as amended and restated ("2010 Plan"), and is immediately exercisable except as otherwise noted below. To the extent a named executive officer exercises his or her option prior to vesting, the shares of our common stock that he or she will receive will be unvested and subject to the company's right of repurchase. No named executive officer has early exercised his or her options.
- (2) Represents RSUs granted pursuant to our 2010 Plan. The market value was calculated using the closing market price of a share of our Class A common stock as of December 31, 2018, which was \$27.81.
- (3) The shares subject to the option vest in equal monthly installments over 48 months following the vesting commencement date; provided that in each case Ms. Hartz remains continuously employed with us through each applicable vesting date. In the event of a change in control, if Ms. Hartz is terminated by us for any reason other than for cause, death or disability, or she resigns for good reason, in each case within three months prior to or 12 months following such change in control, then 100% of the then-unvested portion of the option and underlying shares of common stock will become vested.