

Sabre Corp  
Form S-8  
May 16, 2014

As filed with the Securities and Exchange Commission on May 16, 2014

**Registration No. 333-**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**SABRE CORPORATION**

**(Exact Name of Registrant as Specified in Its Charter)**

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

**3150 Sabre Drive**  
**Southlake, TX 76092**

**(682) 605-1000**

**20-8647322**  
**(I.R.S. Employer**  
**Identification Number)**

(Address of Registrant's Principal Executive Offices)

**SOVEREIGN HOLDINGS, INC. MANAGEMENT EQUITY INCENTIVE PLAN**  
**SOVEREIGN HOLDINGS, INC. 2012 MANAGEMENT EQUITY INCENTIVE PLAN**  
**SABRE CORPORATION 2014 OMNIBUS INCENTIVE COMPENSATION PLAN**

(Full Title of the Plan)

**Sterling L. Miller, Esq.**

**General Counsel and Corporate Secretary**

**Sabre Corporation**

**3150 Sabre Drive**

**Southlake, TX 76092**

**Telephone: (682) 605-1000**

**Telecopy: (682) 605-7523**

(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)

*copies to:*

**Arthur Kohn**

**Cleary Gottlieb Steen & Hamilton LLP**

**One Liberty Plaza**

**New York, NY 10006**

**(212) 225-2000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)Smaller reporting company **CALCULATION OF REGISTRATION FEE**

| <b>Amount to Be</b>  |                              |  |  |                                   |
|--|------------------------------|--|--|-----------------------------------|
| <b>Title of Securities to be Registered</b>                | <b>Registered<br/>(1)(2)</b> | <b>Proposed Maximum Offering Price Per Share</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee</b> |
| Sabre Corporation Common Stock, par value \$0.01 per share | 16,077,307 shares (3)        | \$4.81   | \$77,331,846.67 (9)                              | \$9,960.34                        |
| Sabre Corporation Common Stock, par value \$0.01 per share | 4,198,683 shares (4)         | \$11.31  | \$47,487,104.73 (10)                             | \$6,116.34                        |
| Sabre Corporation Common Stock, par value \$0.01 per share | 1,099,401 shares (5)         | \$15.55  | \$17,095,685.55 (11)                             | \$2,201.92                        |
| Sabre Corporation Common Stock, par value \$0.01 per share | 1,546,803 shares (6)         | \$16.68  | \$25,800,674.04 (12)                             | \$3,323.13                        |
| Sabre Corporation Common Stock, par value \$0.01 per share | 2,302,974 shares (7)         | \$15.55  | \$35,811,245.70 (11)                             | \$4,612.49                        |
| Sabre Corporation Common Stock, par value \$0.01 per share | 12,251,467 shares (8)        | \$15.55  | \$190,510,311.85(11)                             | \$24,537.73                       |
| <b>TOTAL</b>   | <b>37,476,635 shares</b>     |  | <b>\$394,036,868.54</b>                          | <b>\$50,751.95</b>                |

- (1) Represents shares of common stock, par value \$0.01 per share (the Common Stock ) of Sabre Corporation (the Registrant ) issuable in connection with equity awards under the Sovereign Holdings, Inc. (now Sabre Corporation) Management Equity Incentive Plan (the MEIP ), the Sovereign Holdings, Inc. 2012 Management Equity Incentive Plan (the 2012 MEIP ), and the Sabre Corporation 2014 Omnibus Incentive Compensation Plan (the Omnibus Plan ).
- (2) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall also cover any additional shares of Common Stock that become issuable under the applicable plan by reason of any stock dividend, stock split, recapitalization or other similar transaction affected without the receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (3) Represents shares of Common Stock issuable in connection with non-qualified stock options (the Options ) granted under the MEIP.
- (4) Represents shares of Common Stock issuable in connection with Options granted under the 2012 MEIP.
- (5) Represents shares of Common Stock issuable in connection with awards of restricted stock units granted under the 2012 MEIP.
- (6) Represents shares of Common Stock issuable in connection with Options granted under the Omnibus Plan.
- (7) Represents shares of Common Stock issuable in connection with awards of restricted stock units granted under the Omnibus Plan.
- (8) Represents shares of Common Stock available for future issuance under the Omnibus Plan.
- (9) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(h) under the Securities Act, based upon the weighted average exercise price of \$4.81 of the Options granted under the MEIP.
- (10) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(h) under the Securities Act, based upon the weighted average exercise price of \$11.31 of the Options granted under

the 2012 MEIP.

- (11) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) under the Securities Act, based on the average of the high and low prices of the Common Stock of the Registrant as reported on NASDAQ on May 9, 2014.
- (12) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(h) under the Securities Act, based upon the weighted average exercise price of \$16.68 of the Options granted under the Omnibus Plan.

## **EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering 25,225,168 shares of Common Stock of the Registrant subject to outstanding Options or restricted stock unit awards granted under the Sovereign Holdings, Inc. Management Equity Incentive Plan, the Sovereign Holdings, Inc. 2012 Management Equity Incentive Plan, and the Sabre Corporation 2014 Omnibus Incentive Compensation Plan and 12,251,467 shares of Common Stock of the Registrant which may be issued under the Sabre Corporation 2014 Omnibus Incentive Compensation Plan.

Any stockholder who holds shares of the Registrant's Common Stock registered hereunder and is a party to the Management Stockholders' Agreement has agreed by contract with the Registrant not to transfer, sell, assign, pledge, hypothecate or encumber any of the shares of Common Stock then-currently owned by such stockholder, subject to certain limited exceptions, until the Management Stockholders' Agreement terminates or the Registrant waives such restrictions.

## **PART I**

### **INFORMATION REQUIRED IN SECTION 10(a) PROSPECTUS**

The information specified in Items 1 and 2 of Part I of the Form S-8 is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of the Form S-8. The document(s) containing the information specified in Part I of Form S-8 will be sent or given to the recipients of the applicable grants, as required by Rule 428 under the Securities Act. Such documents are not being filed with the Securities and Exchange Commission (the Commission) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, which previously have been filed by the Registrant with the Commission, are incorporated herein by reference and made a part hereof:

1. The Registrant's prospectus filed with the Commission pursuant to Rule 424(b) promulgated under the Securities Act of 1933, as amended, in connection with the Registrant's Registration Statement on Form S-1 (File No. 333-193438), originally filed with the Commission on January 21, 2014, and subsequently amended (the 424(b) Prospectus );
2. The description of the Common Stock contained in the Registrant's Registration Statement on Form 8-A (File No. 001-36422), filed with the Commission on April 17, 2014; and
3. All other reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the Exchange Act ) prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and documents.

For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such document or such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

None.

**Item 6. Indemnification of Directors and Officers.**

Section 102 of the Delaware General Corporation Law, as amended (DGCL ) allows a corporation to eliminate or limit the personal liability of directors to a corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except where the director breached his duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase or redemption in violation of Delaware corporate law or engaged in a transaction from which the director obtained an improper personal benefit.

Section 145 of the DGCL provides, among other things, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the corporation's request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding. The power to indemnify applies if (i) such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful or, (ii) to the extent that such person is a present or former director or officer of a corporation, such person is successful on the merits or otherwise in defense of any action, suit or proceeding. The power to indemnify applies to actions brought by or in the right of the corporation as well, but only to the extent of defense expenses (including attorneys' fees but excluding amounts paid in settlement) actually and reasonably incurred and not to any satisfaction of judgment or settlement of the claim itself, and with the further limitation that in such actions no indemnification shall be made in the event such person is adjusted to be liable to the corporation, unless a court determines that in light of all the circumstances indemnification should apply.

Section 174 of the DGCL provides, among other things, that a director who willfully and negligently approves of an unlawful payment of dividends or an unlawful stock purchase or redemption may be held liable for such actions to the full amount of the dividend unlawfully paid or the purchase or redemption of the corporation's stock, with interest from the time such liability accrued. A director who was either absent when the unlawful actions were approved or dissented at the time may avoid liability by causing his or her dissent to such actions to be entered on the books containing the minutes of the meetings of the board of directors at the time the action occurred or immediately after the absent director receives notice of the unlawful acts.

The Registrant's amended and restated certificate of incorporation provides that no director shall be personally liable to the Registrant or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL.

The Registrant's amended and restated bylaws provide that it will indemnify, to the fullest extent permitted by the DGCL, any person made or threatened to be made a party to any action by reason of the fact that the person is or was our director or officer, or our director or officer who, while a director or officer, is or was serving at the request of the Registrant as a director, officer, employee, agent or manager of another corporation, partnership, limited liability company, joint venture, trust or other enterprise or non-profit entity, including service with respect to an employee benefit plan. Expenses incurred by a director or officer in defending against such legal proceedings are payable before the final disposition of the action, provided that the director or officer undertakes to repay the Registrant if it is later determined that he or she is not entitled to indemnification. Our amended and restated bylaws also provide that, subject to applicable law, the Registrant may, by action of its board of directors, grant rights to indemnification and advancement of expenses to persons other than its directors and officers with such scope and effect as the board of directors may then determine.

The Registrant has entered into customary indemnification agreements with its directors that provide them, in general, with customary indemnification in connection with their service to us or on our behalf.

The Registrant maintains standard policies of insurance under which coverage is provided (a) to its directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act, and (b) to the Registrant with respect to payments which it may make to such officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

#### **Item 7. Exemption From Registration Claimed.**

Not applicable.

#### **Item 8. Exhibits.**

The following exhibits are filed with or incorporated by reference into this Registration Statement (numbering corresponds to Exhibit Table in Item 601 of Regulation S-K):

| <b>Exhibit<br/>Number</b> | <b>Description</b>   | <b>Filed<br/>Herewith</b> |
|---------------------------|--|---------------------------|
| 4.1                       | Third Amended and Restated Certificate of Incorporation of Sabre Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on April 22, 2014) |                           |
| 4.2                       | Second Amended and Restated Bylaws of Sabre Corporation (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on April 22, 2014)                      |                           |
| 4.3                       | Sovereign Holdings, Inc. Management Equity Incentive Plan (incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-1 filed on January 21, 2014)         |                           |
| 4.4                       | Sovereign Holdings, Inc. 2012 Management Equity Incentive Plan (incorporated by reference to Exhibit 10.16 to the Registrant's Registration Statement on Form S-1 filed on January 21, 2014)   |                           |
| 4.5                       | Sabre Corporation 2014 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.48 to the Registrant's Registration Statement on Form S-1/A filed on March 26, 2014)       |                           |
| 5.1                       | Opinion of Cleary Gottlieb Steen & Hamilton LLP  | x                         |
| 23.1                      | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm  | x                         |
| 23.2                      | Consent of REDW LLC  | x                         |
| 23.5                      | Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.1)  | x                         |
| 24.1                      | Power of Attorney (filed as part of signature pages)   | x                         |



**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of the employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person

of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Southlake, State of Texas, on May 16, 2014.

SABRE CORPORATION.

By: /s/ Thomas Klein  
 Name: Thomas Klein  
 Title: Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Sterling Miller and Richard A. Simonson, and each of them acting individually, as his or her true and lawful attorney-in-fact, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities (unless revoked in writing), to sign any and all amendments (including post-effective amendments thereto) to this registration statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to such attorney-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agents, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature               | Title  | Date         |
|-------------------------|--|--------------|
| /s/ Thomas Klein        | Chief Executive Officer and Director                 | May 16, 2014 |
| Thomas Klein            | <i>(Principal Executive Officer)</i>                 |              |
| /s/ Richard A. Simonson | Executive Vice President and Chief Financial Officer | May 16, 2014 |
| Richard A. Simonson     | <i>(Principal Financial and Accounting Officer)</i>  |              |
| /s/ Lawrence W. Kellner | Chairman of the Board of Directors                   | May 16, 2014 |
| Lawrence W. Kellner     |  |              |
| /s/ Timothy Dunn        | Director   | May 16, 2014 |
| Timothy Dunn            |  |              |

|                   |          |              |
|-------------------|----------|--------------|
| /s/ Gary Kusin    | Director | May 16, 2014 |
| Gary Kusin        |          |              |
| /s/ Greg Mondre   | Director | May 16, 2014 |
| Greg Mondre       |          |              |
| /s/ Judy Odom     | Director | May 16, 2014 |
| Judy Odom         |          |              |
| /s/ Joseph Osnoss | Director | May 16, 2014 |
| Joseph Osnoss     |          |              |
| /s/ Karl Peterson | Director | May 16, 2014 |
| Karl Peterson     |          |              |

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**EXHIBIT INDEX**
**Exhibit**

| <b>Number</b> | <b>Description</b>   | <b>Method of Filing</b>   |
|---------------|--|---|
| 4.1           | Form of Third Amended and Restated Certificate of Incorporation of Sabre Corporation | Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36422), filed with the Commission on April 22, 2014.              |
| 4.2           | Form of Second Amended and Restated Bylaws of Sabre Corporation                      | Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-36422), filed with the Commission on April 22, 2014.              |
| 4.3           | Sovereign Holdings, Inc. Management Equity Incentive Plan                            | Incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form S-1 (File No. 333-193438), filed with the Commission on January 21, 2014.  |
| 4.4           | Sovereign Holdings, Inc. 2012 Management Equity Incentive Plan                       | Incorporated by reference to Exhibit 10.16 to the Registrant's Registration Statement on Form S-1 (File No. 333-193438), filed with the Commission on January 21, 2014. |
| 4.5           | Sabre Corporation 2014 Omnibus Incentive Compensation Plan                           | Incorporated by reference to Exhibit 10.48 to the Registrant's Registration Statement on Form S-1/A (File No. 333-193438), filed with the Commission on March 26, 2014. |
| 5.1           | Opinion of Cleary Gottlieb Steen & Hamilton LLP                                      | Filed herewith.   |
| 23.1          | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm          | Filed herewith.   |
| 23.2          | Consent of REDW LLC  | Filed herewith.   |
| 23.5          | Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.1)            | Filed herewith.   |
| 24.1          | Power of Attorney (filed as part of signature pages)                                 | Filed herewith.   |