





**Ancestry.com Inc.****ACOM NASDAQ**

IT Services / Consulting

Market Capitalization USD:

**\$1,068.13 mm****CONCERN LEVEL: HIGH**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap. 
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less. 
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Timothy Sullivan****Age: 48****CEO Since: 2005**

	2009	2010	2011
<b>Base Salary</b>	\$350,000	\$350,000	\$350,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$367,500	\$420,000	\$402,500
<b>Benefits and Perquisites</b>	\$3,290	\$3,290	\$6,058
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$720,790</b>	<b>\$773,290</b>	<b>\$758,558</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$4,611,810
<b>Stock Awards</b>	\$0	\$0	\$5,901,000
<b>TOTAL COMPENSATION</b>	<b>\$720,790</b>	<b>\$773,290</b>	<b>\$11,271,368</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$1,121,745	\$1,550,964	\$424,133
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$12,085,690
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$12,085,690</b>

Proxy Date: 11 Apr 2012

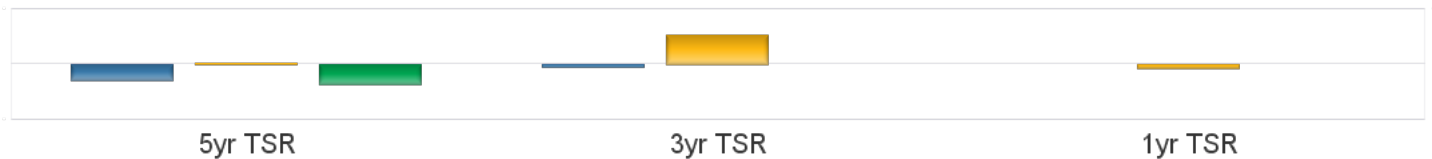
Annual Meeting Date: 24 May 2012

Equity Reserves: 21.56%

Stock Option Run Rate: 0.73%

### Performance Comparison

■ S&P500 ■ Industry ■ ACOM



### Peer Comparisons (TRBC) =IT Services / Consulting

#### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>ACOM</b>	<b>Ancestry.com Inc.</b>	<b>\$720,790</b>	<b>\$773,290</b>	<b>\$11,271,368</b>	<b>\$1,068,129,143</b>
QSII	Quality Systems, Inc.	\$388,355	\$529,688		\$2,841,749,830
NCR	NCR Corporation	\$6,955,919	\$12,170,898	\$11,705,543	\$2,656,797,000
ARBA	Ariba, Inc.	\$6,273,485	\$6,704,825	\$7,471,494	\$2,585,809,747
FTNT	Fortinet, Inc.	\$664,816	\$741,478		\$2,572,119,396
JKHY	Jack Henry & Associates, Inc.	\$904,720	\$1,519,116		\$2,514,631,549
CDNS	Cadence Design Systems, Inc.	\$6,282,095	\$3,228,343	\$5,336,538	\$2,481,613,697

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

#### Pay Peer Group

DealerTrack Holdings, Dice Holdings, eHealth, LoopNet, The Knot (now XO Group), Monster Worldwide, NIC, OpenTable, Renaissance Learning, Rosetta Stone, Shutterfly, Solera Holdings, WebMD Health.

#### Performance Peer Group

NA

### COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Charles M. Boesenberg	Chairman	63	Male	6	Outside
Elizabeth A. Nelson	Member	51	Female	3	Outside
Michael Schroenfer	Member	37	Male	1	Outside
Thomas H. Lavton	Member	49	Male	3	Outside