

COVISINT CORP

FORM DEF 14A (Proxy Statement (definitive))

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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
(Amendment No.)**

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 under Rule 14a-12

Covisint Corporation

(Name of registrant as specified in its charter)

(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)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

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:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



COVISINT CORPORATION

Corporate Headquarters
26533 Evergreen Road, Suite 500
Southfield, Michigan 48076
(248) 483-2000

September 14, 2016

Dear Covisint Shareholder:

You are cordially invited to attend the 2016 Annual Meeting of Shareholders of Covisint Corporation at 10:00 a.m., EDT, on Monday, October 24, 2016. The meeting will be a virtual meeting of stockholders. You will be able to participate in the meeting, vote and submit questions during the meeting via the Internet by visiting www.virtualshareholdermeeting.com/COVS2016. A secure control number that will allow you to attend the meeting electronically can be found on the enclosed proxy card.

The following pages contain the formal Notice of the 2016 Annual Meeting of Shareholders and the Proxy Statement. Please review this material for information concerning the business to be conducted at the meeting and the nominees for election as directors. Detailed information about voting your shares is provided in the Questions & Answers section on page 2 of the Proxy Statement.

Your vote is important because it gives you a voice in the governance of the company and its future. Whether you plan to attend the meeting or not, we urge you to vote your shares by completing, signing and returning your proxy card or by telephone or Internet, as soon as possible. This will ensure that your shares are represented at the meeting.

Sincerely,

A handwritten signature in black ink, appearing to read "Samuel M. Inman, III".

Samuel M. Inman, III
Chairman, President and Chief Executive Officer

COVISINT CORPORATION
26533 Evergreen Road, Suite 500
Southfield, MI 48076

NOTICE OF THE 2016 ANNUAL MEETING OF SHAREHOLDERS
To Be Held October 24, 2016

To the Shareholders:

The 2016 Annual Meeting of Shareholders of Covisint Corporation will be held on Monday, October 24, 2016, at 10:00 a.m., EDT (the "Annual Meeting"). The Annual Meeting will be a virtual meeting of shareholders. You will be able to participate in the meeting, vote, and submit questions during the meeting via live webcast by visiting www.virtualshareholdermeeting.com/COVS2016. A secure 12-digit control number that will allow you to attend the Annual Meeting electronically can be found on the enclosed proxy card.

At the Annual Meeting, we will ask you to consider and act upon the following matters:

- (1) The election of seven (7) directors, each to serve until the next Annual Meeting of Shareholders and until their respective successors are duly elected and qualified;
- (2) A non-binding advisory proposal to ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm to audit our consolidated financial statements for our fiscal year ending March 31, 2017; and
- (3) Such other business as may properly come before the Annual Meeting or any adjournment or postponements thereof.

Shareholders of record of our common shares at the close of business on August 31, 2016, are entitled to notice of the Annual Meeting and to vote at the Annual Meeting or any adjournment or postponements thereof. You may either vote at the Annual Meeting or by proxy, which allows your shares to be voted at the Annual Meeting even if you are not able to attend the Annual Meeting. On August 31, 2016, we had 40,782,757 outstanding common shares, our only class of equity outstanding.

We call your attention to the attached Proxy Statement. Please vote your shares and indicate whether you plan to attend the meeting either by signing, dating and returning the proxy card or by using the other voting mechanisms described in the Proxy Statement.

A copy of the 2016 Annual Report for our fiscal year ended March 31, 2016 and our Proxy Statement accompanies this notice. Covisint's Proxy Statement and 2016 Annual Report of Covisint are also available at <http://investors.Covisint.com/>.

By Order of the Board of Directors,



Michael A. Sosin, Secretary

Southfield, Michigan
September 14, 2016

COVISINT CORPORATION
PROXY STATEMENT
2016 Annual Meeting of Shareholders

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QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Why did I receive proxy materials?

Covisint Corporation is soliciting proxies from holders of our common shares to be voted at the 2016 Annual Meeting of Shareholders to be held at 10:00 a.m., EDT, on October 24, 2016, and at any adjournment or postponement of that meeting. References to “we,” “us,” “the Company” or “Covisint” are to Covisint Corporation.

How are proxy materials furnished?

We are pleased to furnish our proxy materials to shareholders on the Internet as permitted by the rules and regulations promulgated by the Securities and Exchange Commission (“SEC”), which allow us to provide our shareholders with the information they need in a more convenient manner, while lowering cost of delivery and reducing waste. As a result, we are mailing to our shareholders a Notice of Internet Availability of Proxy Materials (“Notice”). We will mail printed copies of the proxy materials to shareholders who request them or who have previously indicated their preference for printed copies. This Proxy Statement, the accompanying materials, the 2016 Annual Report to Shareholders (“Annual Report”) and the Notice will be first sent to or made available to shareholders and posted on the Internet on or about September 16, 2016.

What if multiple shareholders have the same address?

We will send a single copy of the Proxy Statement and annual report to any household at which two or more shareholders reside if they appear to be members of the same family. The practice is known as “householding” and enables us to reduce the expenses of delivering duplicate materials to our shareholders. Each shareholder retains a separate right to vote on all matters presented at the meeting. Any shareholder residing at such an address may request a separate copy of these materials at no cost by writing to us at 26533 Evergreen Road, Suite 500, Southfield, Michigan 48076, Attn: Investor Relations, or calling us at (248) 483-2000. If you are receiving multiple copies of materials, you may write or call us to request that we send only one copy by using the same address and phone number listed above.

Where will the Annual Meeting be held?

Covisint will be hosting the Annual Meeting live via the Internet. A summary of the information you need to participate in the Annual Meeting online is provided below:

- Any stockholder can attend the Annual Meeting live via the Internet at www.virtualshareholdermeeting.com/COVS2016. The webcast starts at 10:00 a.m. EDT.
- Please have available your 12-digit control number to enter the Annual Meeting website.
- Information on how to attend and participate via the Internet are posted at www.virtualshareholdermeeting.com/COVS2016.

What will I vote on at the Annual Meeting?

You will vote on two items:

- The election of seven (7) directors, each to serve until the next Annual Meeting of Shareholders and until their successors are duly elected and qualified; and
- A non-binding advisory proposal to ratify the appointment of Grant Thornton LLP, our independent registered public accounting firm, to audit our consolidated financial statements for the fiscal year ending March 31, 2017.

Will there be any other items of business on the agenda?

We do not expect any other items of business because the deadline for shareholder proposals and nominations has already passed. However, if any other matters requiring a shareholder vote properly come before the meeting, the persons appointed as proxies will vote on such matters to the extent permitted by law in accordance with their best judgment.

Who is entitled to vote?

Shareholders of our common shares at the close of business on August 31, 2016 (the record date), are entitled to notice of the 2016 Annual Meeting of Shareholders and to vote. There are two types of shareholders: “*shareholders of record*” and “*beneficial owners*.” Only shareholders of record are entitled to vote in person at the meeting.

You are considered a “*shareholder of record*” if your shares are registered directly in your name with our transfer agent (Computershare Trust Company, N.A.).

You are considered a “*beneficial owner*” if your shares are held in a brokerage, bank or other institutional account. This is also commonly referred to as holding shares in “street name.” The Proxy Statement, Annual Report and a Vote Instruction Form are forwarded to you by your broker, bank or nominee who is considered to be, with respect to your shares, the shareholder of record. As the beneficial owner, you have the right to direct your broker, bank or nominee how to vote your shares by using the Vote Instruction Form included in the mailing. You are also invited to attend the Annual Meeting.

How many votes do I have?

Each share you held as of the record date is entitled to one vote on each matter to be voted upon at the Annual Meeting.

What should I do if I received more than one proxy card?

If you received more than one proxy card, it is likely that your shares are registered differently or are in more than one account. You should sign and return all proxy cards to ensure all of your shares are voted.

How do I cast my vote?

Each shareholder, as an owner of the Company, is entitled to vote on matters scheduled to come before the Annual Meeting. The use of proxies allows a shareholder to be represented at the Annual Meeting if he or she is unable to attend the meeting via the Internet. We urge you to vote your shares promptly to make certain your vote will be counted at the meeting. There are different ways you may cast your vote:

You can vote by any of the following methods via the Internet:

- **Vote by Internet before the Annual Meeting.** Use your computer to access the website listed on the proxy card (or the written Notice mailed to you) and, record your vote. The deadline for Internet voting is 11:59 p.m. (EDT) on October 23, 2016.

- **Vote by Internet.** During the Annual Meeting use your computer to access the website listed on the proxy card (or the written Notice mailed to you) and follow the instructions to vote during the meeting.

If you requested paper materials, you may also vote by mail .

- **Vote by Mail.** Complete, date, and sign your proxy card. Mail it in the prepaid envelope provided so that it reaches us before October 21, 2016.

Can I change or revoke my vote?

If you give a proxy, you may revoke it at any time before it is voted by:

- Giving our Secretary a written notice of revocation that is dated later than the proxy card (if by mail or courier, sent to: Secretary, Covisint Corporation, 26533 Evergreen Road, Suite 500, Southfield, Michigan 48076);
- Voting again by Internet (prior to October 23, 2016, at 11:59 p.m., EDT), since only your latest vote will be counted; or
- If you hold your shares as a shareholder of record, you may vote while attending the meeting in person. Your attendance at the meeting does not automatically serve to revoke a proxy.

Who can attend the Annual Meeting?

Each shareholder as of the record date is entitled to attend the Annual Meeting as long as the shareholder has the valid 12-digit control number on the proxy card.

How does the Board of Directors recommend I vote?

All valid proxies that are properly executed and submitted in time for the meeting will be voted as specified in the proxy. *If no specification is made, the proxies will be voted in accordance with the following recommendations of our Board of Directors:*

Voting Matters

(1) Election of seven (7) directors

Board Vote Recommendation

FOR each director nominee named in this Proxy Statement

Management Proposals

(2) Ratification of Grant Thornton LLP as auditors for fiscal year 2017

FOR

What constitutes a quorum?

On August 31, 2016, we had 40,782,757 outstanding common shares, our only class of stock outstanding. The presence, either in person or by proxy, of the holders of at least a majority of these outstanding common shares is necessary to constitute a quorum and to hold the 2016 Annual Meeting of Shareholders.

Shares relating to abstentions, broker non-votes and withheld votes will be counted for purposes of determining the presence of a quorum.

What is a broker non-vote?

A broker "non-vote" occurs when the shares that a broker nominee holds for a beneficial owner are represented at the meeting, but are not voted on a proposal because the broker nominee has not received specific instruction from the beneficial owner and the broker nominee does not have discretionary voting power to vote on the proposal.

Unless you provide specific instructions, your broker is not permitted to vote on your behalf on the election of directors and certain other matters to be considered at the shareholder meeting. For your vote to count on these matters, you will need to communicate your voting decisions to your broker, bank or other financial institution before the date of the meeting.

How many votes are required for the approval of each item?

There are different vote requirements for the various proposals. In each case, a quorum must be present. For the election of directors, the seven nominees receiving the greatest number of votes cast at the meeting or its adjournment will be elected. Withheld votes will not be deemed votes cast in determining which nominees receive the greatest number of votes cast and will therefore have no effect on the election. For ratification of the appointment of Grant Thornton as our independent registered public accounting firm, the affirmative vote of a majority of the votes cast by the holders of shares of the Company's common stock entitled to vote is required for approval. Abstentions and any broker non-votes will be disregarded for purposes of determining the number of votes cast.

SECURITY OWNERSHIP OF MANAGEMENT AND MAJOR SHAREHOLDERS

The following table shows, as of the close of trading on September 1, 2016, the beneficial ownership of our common shares by all directors and executive officers as a group who were serving as such on that date, by each current director and nominee, by each executive officer named in the Summary Compensation Table and by all persons known to us to beneficially own more than five percent (5%) of our outstanding common shares. On September 1, 2016, there were 40,782,757 shares outstanding. The number of shares beneficially owned is determined according to SEC rules and is not necessarily indicative of beneficial ownership for any other purpose. Under those rules, beneficial ownership includes any shares that the individual has sole or shared right to vote or dispose of and also any shares that the individual has the right to acquire on September 1, 2016, or within sixty (60) days thereafter, through the exercise of any stock option or other right. Accordingly, the following table does not include options to purchase our common stock which are not exercisable within the next sixty (60) days. Except as otherwise noted, each beneficial owner identified in the table below has sole voting and dispositive power for the shares shown in the table. Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Covisint Corporation, 26533 Evergreen Road, Suite 500, Southfield, Michigan 48076.

Name and Address of Beneficial Owner	Beneficial Ownership of our Common Stock	Percent Ownership
Greater than 5% Shareholders		
FMR, LLC (1)	5,175,001	12.5 %
Vector Capital Management, LP (2)	3,469,853	8.4 %
Neuberger Berman Group, LLC (3)	3,449,796	8.3 %
Elliott Associate, LP (4)	2,952,357	7.1 %
Dialectic Capital Management, LP (5)	2,501,489	6.0 %
Executive Officers and Directors		
Enrico Digirolamo (6)	156,000	*
Bernard M. Goldsmith (7)	195,560	*
William O. Grabe (8)	324,088	*
Lawrence David Hansen (9)	66,065	*
Michael K. Keddington	-0-	*
Samuel M. Inman, III (10)	602,271	1.5 %
Philip F. Lay (11)	73,807	*
Andreas Mai	-0-	*
John F. Smith	-0-	*
Jonathon Yaron	-0-	*
All directors and executive officers as a group (9 persons)	1,463,856	3.9 %

* Less than 1%

- (1) Based solely on a Schedule 13G/A, dated February 12, 2016, filed by FMR LLC, 245 Summer Street, Boston, MA 02210.
- (2) Based solely on a Schedule 13D/A, dated May 21, 2016, filed by Vector Capital IV LP, Vector Capital Partners IV, LP, Vector Entrepreneur Fund III, LP, Vector Capital Partners III, LP, Vector Capital, LLC, and Alexander R. Slusky, One Market Street, Steuart Tower, 23rd Floor, San Francisco, CA 94105.
- (3) Based solely on a Schedule 13G, dated August 26, 2016, filed by Neuberger Berman Group LLC, 605 Third Avenue, 21st Floor, New York, NY 10159. The Schedule 13 D was filed collectively by Neuberger Berman Group LLC, Neuberger Berman Fixed Income Holdings LLC, Neuberger Berman Investment Advisors LLC, Neuberger Berman LLC, Benjamin Nahum and Amit Solomon.
- (4) Based solely on a Schedule 13G, dated February 17, 2015, filed by Elliott Associates, L.P., is 40 West 57th Street, New York, New York 10019. The Schedule 13G was filed collectively by Elliott Associates L.P. and its wholly-owned subsidiaries ("Elliott"), Elliott International, L.P. ("Elliott International") and Elliott International Capital Advisors ("EICA").
- (5) Based solely on a Schedule 13D/A, dated August 29, 2016, filed by Dialectic Capital Management, LP, 119 Rowayton Avenue, 2nd Floor, Norwalk, CT, 06853. The Schedule 13D/A was filed collectively by Dialectic Capital Partners, LP, Dialectic Offshore, Ltd., Dialectic Antithesis Partners, LP, Bernard Eastwood and John Fichthorn.
- (6) Includes 110,000 option shares granted in accordance with our 2009 Long Term Incentive Plan exercisable within 60 days of September 1, 2016.
- (7) Includes 100,500 option shares granted in accordance with our 2009 Long Term Incentive Plan exercisable within 60 days of September 1, 2016.
- (8) Includes 100,500 option shares granted in accordance with our 2009 Long Term Incentive Plan exercisable within 60 days of September 1, 2016.
- (9) Includes 10,000 option shares granted in accordance with our 2009 Long Term Incentive Plan exercisable within 60 days of September 1, 2016.
- (10) Includes 500,000 option shares granted in accordance with our 2009 Long Term Incentive Plan exercisable within 60 days of September 1, 2016.
- (11) Includes 10,000 option shares granted in accordance with our 2009 Long Term Incentive Plan exercisable within 60 days of September 1, 2016.

ITEM NO. 1 - ELECTION OF DIRECTORS

Nominees

Our Board of Directors proposes that the seven director nominees named in the following summary be elected as our directors, each to hold office until the 2017 Annual Meeting of Shareholders and until his or her successor is duly elected and qualified. If a quorum is present, the seven nominees receiving the greatest number of votes cast will be elected. Withheld votes will not be deemed votes cast in determining which nominees receive the greatest number of votes cast and will therefore have no effect on the election.

All nominees for election have indicated their willingness to serve, if elected. If any of them is unable or declines to serve as a director, the proxy holders intend to vote the proxies in accordance with their best judgment for the election of another person nominated in accordance with our Bylaws.

The following table provides summary information about each director nominee. Each director nominee is elected annually by a plurality of votes cast (i.e., the top seven vote recipients are elected).

Name	Age	Years/ Tenure	Independent	Occupation	Experience/ Qualification	Committee Memberships (1)			Other Public Company Boards
						Audit	Comp	Nom/Gov	
Bernard Goldsmith	72	4	Yes	General Partner, Updata Partners	Technology, Finance	C	M		
William O. Grabe	78	4	Yes	Managing Director, General Atlantic LLC	Finance, Technology, Marketing		M	C	Gartner, Inc., Lenovo Group Limited
Lawrence David Hansen	51	3	Yes	Operating Executive, Marlin Operations Group	Technology, Marketing, Leadership	Sales, M		C	Senetas Corporation, Ltd.
Samuel M. Inman, III	65	3	No	President and CEO, Covisint Corporation	Industry, Technology, Finance, Leadership				
Philip F. Lay	67	3	Yes	Independent Consultant	Technology, Marketing, Leadership	Sales, M			M
Andreas Mai	51	0	Yes	Director, Cisco Systems, Inc.	Technology, Industry, Leadership				
John F. Smith	67	0	Yes	Independent Consultant	Technology, Automotive, Product, Leadership				American Axle & Manufacturing, Inc.
Jonathan Yaron		0	Yes	Executive Chairman, Accellion, Inc.	Technology, Industry, Leadership				

(1) "C" represents the committee chairperson and "M" represents committee member.

A brief description of each nominee's experience and qualifications follows:

Bernard M. Goldsmith

Mr. Goldsmith has served as a director of Covisint since November 2012. Mr. Goldsmith is a general partner of Udata Partners, a private equity firm he co-founded in 1998 that invests in software, Internet, and business services companies. Mr. Goldsmith has spent more than 35 years in the information technology industry, as a founder, senior executive, investor, and advisor to leading software and IT services companies. He is an “audit committee financial expert,” as defined by the rules and regulations of the SEC. In 1968, Mr. Goldsmith founded CGA Computer, Inc. (“CGA”), which went public in 1969, and later was taken private with General Atlantic Partners in 1984 through a leveraged buyout. In 1986, CGA’s divisions were sold to Computer Associates and CapGemini, after which Mr. Goldsmith co-founded Udata Software and Sablessoft, both of which were acquired by Online Software and Platinum Technologies, respectively. Mr. Goldsmith has previously served on the boards of directors of several publicly traded companies including: Goal Systems, Compuware (NASDAQ: CPWR), Alphanet, Astea (NASDAQ: ATEA), and Frontstep. He received his Bachelor of Arts degree from Rutgers University. Mr. Goldsmith’s financial expertise, his significant experience in the information technology industry and his strong background in founding, leading, and growing technology companies, as well as his experience in strategic mergers and acquisitions provides our Board of Directors with valuable insight and leadership.

William O. Grabe

Mr. Grabe has served as a director of Covisint since November 2012. Mr. Grabe possesses broad experience in financial and technology companies. Mr. Grabe is an Advisory Director of General Atlantic LLC, a private equity firm that provides capital for global growth companies, and has been affiliated with General Atlantic LLC and its predecessors since April 1992. Prior to his role at General Atlantic, Mr. Grabe was an IBM Vice President and General Manager for the Marketing and Services group at IBM United States. Mr. Grabe is currently a director of Lenovo Group Limited (SEHK: 0992) (Chairing its Compensation Committee) and Gartner, Inc. (NYSE: IT) (Chairing its Governance Committee) and previously served on the boards of directors of Compuware (NASDAQ: CPWR), from 1992 to 2012, InfoTech Enterprises Limited (NSE: INFOTECENT), from 2007 to 2010, and Patni Computer Systems, Ltd., from 2002 to 2011. Mr. Grabe also serves on the boards of directors of several non-public organizations, including Quality Technology Services, and several not-for-profit organizations including Outward Bound International, the UCLA Anderson School of Management, The Nature Conservancy in Florida, The Santa Lucia Preserve and Grand Canyon Trust. Mr. Grabe earned his Bachelor of Science degree from New York University and his Master of Business Administration degree from the UCLA Graduate School of Business. Mr. Grabe’s broad experience as a director of a number of public companies, along with his long career as a private equity investor and former manager at IBM and his 20-year history with Compuware, allow him to bring a unique and valuable perspective to our Board of Directors.

Lawrence David Hansen

Mr. Hansen has been a director of Covisint since January 2014. Mr. Hansen is currently an operating executive for Marlin Operations Group, a position he has held since September 2015. From July 2014 to July 2015, Mr. Hansen was Vice President and General Manager at Dell, Inc. From December 2012 to June 2014, Mr. Hansen was President and CEO of SafeNet, Inc., a leading provider of data centric security solutions. From February 2012 to December 2012, Mr. Hansen was Vice President and General Manager of BMC Software, Inc., which acquired Numara Software, Inc. where Mr. Hansen was President and CEO from August 2011 to February 2012. During the preceding 10 years, he was employed in various roles at CA Technologies, Inc., including General Manager, Enterprise Solutions and Cloud Products, General Manager Management Products and Solutions, Corporate Senior Vice President and General Manager of Security Management Products. Mr. Hansen is a director of Senetas Corporation Ltd., an Australian listed public company (ASX: SEN), specializing in high-speed network encryption to protect data in motion without compromising network performance. Mr. Hansen’s significant knowledge of all aspects of the cloud computing industry ranging from security to sales provides our Board of Directors with valuable insight and experience.

Samuel M. Inman, III

Mr. Inman has served as a director of Covisint since January 2014. He served as Interim President and Chief Executive Officer of Covisint from March 2014 through May 22, 2014, when he became the permanent President and Chief Executive Officer of Covisint. From April 2011 to May 22, 2014, Mr. Inman served as an independent consultant providing advice to the management and boards of directors of technology companies. From April 2008 through April 2011, Mr. Inman was President and CEO of Comarco Wireless Technologies, Inc. a technology company with extensive intellectual property for power adapter products. Mr. Inman has extensive experience in the management of technology companies including being CEO of Viking Components, Inc. and Centura Software Corporation. Mr. Inman has been a director of Comarco Wireless Technologies, Inc. (CMRO); Centura Software Corporation (CNTR); and Objectshare, Inc. (OBJS). Mr. Inman's industry perspective, broad leadership experience, and his ability to manage technology companies for success provide an important skill set to our Board of Directors.

Andreas Mai

Mr. Mai has served as a director of Covisint since August 2016. Mr. Mai currently serves as Director of Smart Connected Vehicles at Cisco Systems, Inc. ("Cisco"), a multinational corporation technology company that designs, manufactures and sells networking equipment worldwide, a position he has held since March 2014. Mr. Mai joined Cisco in 2008 as Director, Automotive North America, of its Internet Business Solutions Group. In 2012, he moved into a business unit at Cisco, serving as Director, Product Management and Marketing, of Smart Connected Vehicles until commencing his current role at Cisco. Since May 2015, Mr. Mai has served as a member of the Board of Directors of Octo Telematics, a provider of telematics solutions for insurance companies, car rental and fleet management companies, motor manufacturers, and governmental authorities in Italy and internationally. He has also served as a Board Observer at Cohda Wireless, a specialist in wireless communication for automotive safety applications, since January 2013. From 2005 to 2008, Mr. Mai served as a Principal at PRTM Management Consultants (now PWC), a provider of management consulting services specializing in providing operational strategy, product and service innovation, supply chain innovation, customer experience management innovation, enterprise co-creation consulting, and performance measurement services. From 1996 to 2004, he served in various roles at Roland Berger Strategy Consultants, a global strategy consulting firm headquartered in Munich, including as Senior Project Manager of Automotive & Engineered Products, Project Manager of Engineered Products/ Corporate Restructuring, and Senior Consultant of Engineered Products. Mr. Mai currently serves on the boards of the Connected Vehicle Trade Association, a non-profit business league established to facilitate the interaction and advance the interests, of the entities involved in the vehicle communication environment, since 2013, the Connected Car Council, a group of professionals with proven accomplishments in their respective disciplines as they relate to the connected car, since 2014, and GrayStay, a startup company which aims to be the largest provider of elder respite care services, since July 2016. He has also represented Cisco on the automotive task force of the World Economic Forum for the past 3 years. Mr. Mai graduated with an M.S. (Diplom-Kaufmann) from the universities of Osnabrück, Germany, ESTE Universidad de Deusto, Spain and Buckinghamshire New University, United Kingdom. The Company believes that Mr. Mai's significant expertise in business and technology for automotive and insurance companies, service providers, and governments, together with his extensive managerial and board experience would enable him to provide the Board with valuable insight.

John F. Smith

Mr. Smith has served as a director of Covisint since August 2016. Mr. Smith has been a principal of Eagle Advisors LLC, a consulting firm in Bloomfield Hills, Michigan that specializes in strategy development and performance improvement since January 2011. From 2000 to 2010, Mr. Smith held positions of increasing responsibility with General Motors Corporation in sales and marketing, product planning and corporate strategy, most recently as Group Vice President, Corporate Planning and Alliances. During his 42-year career in the automotive industry, Mr. Smith also served as General Manager of Cadillac Motor Car, President of Allison Transmission, and Vice President, Planning at General Motors International Operations in Zurich, Switzerland. Mr. Smith currently serves on the boards of American Axle & Manufacturing Holdings, Inc. (NYSE: AAM), CEVA Holdings LLC, a provider of freight management and contract logistics solutions, and Arnold Magnetics, a provider of engineered magnetic products to automotive, aerospace, military and other verticals. Mr. Smith also serves as an advisor to VNG.CO, a developer of compressed natural gas refueling stations, and Enginetics LLC, a fuel injection technology startup. Mr. Smith is a member of the National Advisory Board of Boy Scouts of America, and Treasurer, Jeremie Haiti Project, a 501(c)(3) involved in ongoing relief work in Haiti. He served on the Board of Directors of Smith Electric Vehicles Corp. from June 2012 to December 2013, and on the Board of Plasan Carbon Composites from December 2013 to December 2014. Mr. Smith's extensive experience in the automotive industry, manufacturing, finance, business development, international operations, sales and marketing, product development and mergers and acquisitions is aligned with Covisint's key business objectives, including growth of the Company's global business in the automotive industry.

Jonathan Yaron

Mr. Yaron has served as a director of Covisint since August 2016. Mr. Yaron currently serves as executive Chairman of Accellion, Inc., an industry leader in providing private cloud solutions for secure access and sharing of enterprise information across devices, a position he has held since June 2016. Since 2007, Mr. Yaron has been President and Chief Executive Officer of JY Investments, a company that provides investment and consulting services to private companies and private equity firms. From 1997 through 2013, Mr. Yaron was Chairman and Chief Executive Officer of Enigma Information Retrieval Systems, Inc., a software company, he co-founded in 1992 that developed and sells software that assists in the maintenance of databases containing large stores of technical components including heavy industrial equipment, aircraft spare parts and components, mechanical equipment and the like. Enigma Information Retrieval Systems, Inc. was sold to PTC, Inc. in 2013. Mr. Yaron's significant knowledge of all aspects of the enterprise software industry, ranging from cloud computing to management provides our Board of Directors with valuable insight and experience.

The Board of Directors unanimously recommends a vote FOR these nominees.

ITEM NO. 2 - RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Grant Thornton LP (“Grant Thornton”) has acted as our independent registered public accounting firm since fiscal 2016. Subject to the shareholders' ratification, the Audit Committee has selected Grant Thornton to be our independent auditors for the fiscal year ending March 31, 2017. Before appointing Grant Thornton as our independent auditors to audit our books and accounts for the fiscal year ending March 31, 2017, the Audit Committee carefully considered the firm's qualifications as our independent auditors. Grant Thornton is registered by the Public Company Accounting Oversight Board as a registered public accounting firm.

Representatives from Grant Thornton are expected to be present at the 2016 Annual Meeting of Shareholders and will have the opportunity to make a statement at the meeting if they desire to do so.

As a matter of good corporate practice, we are asking our shareholders to ratify the appointment of Grant Thornton as the Company's independent registered public accounting firm for fiscal 2017. If the shareholders fail to ratify the appointment of Grant Thornton, the Audit Committee would reconsider its appointment. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent accounting firm at any time during the year if the Audit Committee determines such a change would be in our shareholders' best interests.

The Board of Directors unanimously recommends a vote FOR ratifying the appointment of Grant Thornton as the independent registered public accounting firm to audit the Company's fiscal 2017 consolidated financial statements.

Independent Auditor Fees

The following table sets forth the fees billed by Deloitte & Touche for services rendered to the Company in fiscal 2015 and Grant Thornton in fiscal 2016.

Fee Category	Fiscal 2016 Fees (\$)	Fiscal 2015 Fees (\$)
Audit Fees	340,850	642,500
Audit-related Fees	18,572	55,000
Tax Fees	---	43,600
Total Fees	359,422	841,100

Audit Fees

For fiscal 2016 fees, the aggregate audit fees billed by Grant Thornton LP were for professional services rendered for the audit of our 2016 financial statements included in our Annual Report on Form 10-K and the reviews of the interim financial statements included in our Quarterly Reports on Form 10-Q. For fiscal 2015 fees, the aggregate audit fees billed by Deloitte & Touche were for professional services rendered for the audit of our 2015 financial statements included in our Annual Report on Form 10-K and the reviews of the interim financial statements included in our Quarterly Reports on Form 10-Q.

Audit-Related Fees

Audit-related fees consist of assurance and related services that are reasonably related to the performance of the audit or review of our financial statements or internal control over financial reporting. This category may include fees related to the performance of audits and attest services not required by statute or regulations, audits of our employee benefit plans, third-party assurance audits, and accounting consultations about the application of generally accepted accounting principles.

Tax Fees

The aggregate fees billed by Deloitte & Touche for tax-related services were for professional services for international, federal, state and local tax compliance, tax advice and tax planning.

Policy for Pre-Approval of Audit and Non-Audit Services

All audit services and all non-audit services that our independent auditors are permitted to perform for us under applicable federal securities regulations must be approved by the Audit Committee pursuant to its pre-approval policy. As permitted by the applicable regulations, the Audit Committee's policy utilizes a combination of specific pre-approval on a case-by-case basis of individual engagements of the independent auditors and pre-approval of specified categories of engagements. The policy provides that the duty to pre-approve may be delegated to the Chairman of the Audit Committee, with any such pre-approval reported to the Audit Committee at its next regularly scheduled meeting.

In fiscal 2016, all audit services and all non-audit services were approved by the Audit Committee. The pre-approval policy was not waived in any instance.

Grant Thornton has not provided the Company with non-audit services. Accordingly, the Audit Committee's appointment of Grant Thornton to serve as the Company's independent registered public accounting firm for fiscal 2017 is compatible with maintaining Grant Thornton's independence. The Audit Committee reviewed and considered the nature of the non-audit services anticipated to be provided by Grant Thornton to Covisint and determined the services were permitted under applicable rules, and does not consider the provision of such services by Grant Thornton to be incompatible with Grant Thornton's independence.

The Board unanimously recommends a vote "FOR" the above resolution.

CORPORATE GOVERNANCE

We are committed to sound corporate governance principles. Having such principles is essential to maintaining our integrity in the marketplace and ensuring that we are managed for the long-term benefit of our shareholders. Our business affairs are overseen by our Board of Directors (“Board”). Our Board strives to promote the success and continuity of our business through the selection of a qualified management team. It is also responsible for making certain that our activities are conducted responsibly and ethically.

The Board has adopted charters for each of its standing committees, including the Audit Committee, the Compensation Committee and the Nominating/Governance Committee. The Board's committee charters provide the framework under which the committees are governed. The Board has also adopted a “Code of Conduct” that applies to all of our employees, including our chief executive officer and chief financial officer, and a similar Code of Conduct for non-employee directors. The Codes of Conduct identify those areas in which we must act in accordance with law or regulation, and also establish the responsibilities, policies and guiding principles that will assist us in our commitment to adhere to the highest ethical standards and to conduct our business with the highest level of integrity. Our Codes of Conduct and Board committee charters are posted in the “Corporate Governance” section of the “Investor Relations” page at www.Covisint.com. To the extent any amendment is made to the Codes of Conduct that requires disclosure under applicable SEC rules, information regarding such amendment will be posted on the Company's website.

Board of Directors

Director Independence

Our Board of Directors reviews its composition and the independence of each director. Based upon information requested from and provided by each director concerning his background, employment and affiliations, our Board has determined that Bernard M. Goldsmith, William O. Grabe, Lawrence David Hansen, Andreas Mai, John F. Smith and Jonathan Yaron meet the independence requirements of The NASDAQ Global Select Market in connection with their service on the Board and any committee of the Board of which they are a member. In making this determination, our Board of Directors considered the relationships that each director has with our Company and all other facts and circumstances our Board of Directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each director.

Meetings

Our Board of Directors met eight times in fiscal 2016. Each director attended at least 75% of the board meetings and committee meetings upon which they served. The Board encourages all directors to attend our Annual Meeting of Shareholders.

Board Leadership Structure

Our Board of Directors is led by our Chairman, John F. Smith. The Chairman of the Board chairs all meetings of our Board of Directors. Mr. Smith acts as liaison between the independent directors and management. The structure of an independent Chairman of the Board and a separate Chief Executive Officer provides an effective balance between Company-specific expertise and independent oversight. Separating these positions allows our Chairman to lead the Board in its fundamental role of providing advice to and independent oversight of management, while enabling our Chief Executive Officer to focus his time on our day-to-day business. The Board believes this structure is best for us and our shareholders at this time. However, recognizing that no single leadership model is right for all companies at all times and that, depending on the circumstances, other leadership models might become appropriate, the Board anticipates that it will continue to review its leadership structure from time to time.

Committees of Our Board of Directors

Our Board of Directors has established an Audit Committee, a Compensation Committee and a Nominating/Governance Committee. The composition and responsibilities of each committee are described below.

Audit Committee

Our Audit Committee is currently comprised of Mr. Goldsmith, the Chair of the Audit Committee, Messrs. Hansen and Lay. We believe that the composition of our Audit Committee and our Audit Committee's charter and functioning comply with the requirements for independence under current NASDAQ and SEC rules and regulations. Each member of our Audit Committee is financially literate as required by current NASDAQ Global Select Market listing standards. In addition, our Board of Directors has determined that Mr. Goldsmith is an Audit Committee financial expert within the meaning of Item 407(d) of Regulation S-K under the Securities Act of 1933, as amended. Our Audit Committee, among other things:

- selects a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;
- helps to ensure the independence and performance of the independent registered public accounting firm;
- discusses the scope and results of the audit with the independent registered public accounting firm, and reviews, with management and the independent accountants, our interim and year-end operating results;
- develops procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
- reviews our policies on risk assessment and risk management;
- reviews the adequacy and effectiveness of our internal control policies and procedures and review our critical accounting policies;
- approves (or, as permitted, pre-approves) all audit and all permissible non-audit services, other than de minimis non-audit services, to be performed by the independent registered public accounting firm; and
- reviews our annual, quarterly and periodic reports related to financial matters to be filed with the SEC.

The Audit Committee met four (4) times in fiscal 2016.

Report of the Audit Committee

The information contained in this report shall not be deemed to be "soliciting material" or "filed" with the SEC or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate it by reference into a document filed under the Securities Act or the Exchange Act.

Our management is responsible for the preparation, presentation and integrity of our financial statements. Management selects the accounting and financial reporting principles used to prepare the financial statements. Management also designs the internal controls and procedures to assure compliance with accounting and reporting standards and applicable laws and regulations. The independent registered public accountants are responsible for auditing our financial statements, expressing an opinion as to their conformity with generally accepted accounting principles, examining the Company's system of internal controls and expressing an opinion on those controls. The Committee's responsibility is generally to monitor and oversee these processes.

In performance of its oversight function, our Audit Committee has:

- reviewed and discussed our audited financial statements for the fiscal year ended March 31, 2016, with our management and our independent registered public accountants;
- discussed with our independent registered public accountants the matters required to be discussed by the Statement on Auditing Standards No.16, as amended (AICPA, Professional Standards, Vol. 1. AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T;

- received the written disclosures and the letter from our independent registered public accountants required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence; and
- discussed with our independent registered public accountants their independence.

Based on the review and discussions described above in this section, our Audit Committee recommended to our Board of Directors that the audited financial statements for the fiscal year ended March 31, 2016 be included in our Annual Report on Form 10-K for the fiscal year then ended for filing with the SEC.

By the Audit Committee,
Bernard M. Goldsmith
Lawrence David Hansen
Philip F. Lay

Compensation Committee

Our Compensation Committee is currently comprised of Mr. Hansen, the Chair of the Compensation Committee, and Messrs. Goldsmith and Grabe. The composition of our Compensation Committee meets the requirements for independence under current NASDAQ rules. Each member of this committee is also a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Exchange Act, and an outside director, as defined pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended ("Code"). The purpose of our Compensation Committee is to discharge the responsibilities of our Board of Directors relating to compensation of our executive officers. Our Compensation Committee, among other things:

- reviews, approves and determines, or makes recommendations to our Board of Directors regarding, the compensation of our executive officers;
- administers our stock and equity incentive plans;
- reviews, approves and makes recommendations to our Board of Directors regarding incentive compensation and equity plans;
- will review our compensation report to be included in our annual proxy statement; and
- establishes and reviews general policies relating to compensation and benefits of our employees.

The Compensation Committee met two (2) times in fiscal 2016.

Nominating/Governance Committee

Our Nominating/Governance Committee is currently comprised of Mr. Grabe, the Chair of the Nominating/Governance Committee and Mr. Lay. The composition of our Nominating/Governance Committee meets the requirements for independence under current NASDAQ rules. Our Nominating/Governance Committee, among other things:

- identifies, evaluates and selects, or makes recommendations to our Board of Directors regarding, nominees for election to our Board of Directors and its committees;
- evaluates the performance of our Board of Directors and of individual directors;
- considers and makes recommendations to our Board of Directors regarding the composition of our Board of Directors and its committees;
- reviews related party transactions and proposed waivers of our Codes of Conduct;
- reviews developments in corporate governance practices;
- evaluates the adequacy of our corporate governance practices and reporting; and
- develops and makes recommendations to our Board of Directors regarding corporate governance matters.

The Nominating/Governance Committee did not meet during fiscal 2016 and conducted business by Action by Written Consent in Lieu of meeting.

The Nominating/Governance Committee does not have a formal diversity policy in place but considers diversity of relevant experience, expertise and background, among other factors, in identifying nominees for director.

Consideration of Director Nominees. In evaluating and determining whether to recommend a person as a candidate for election as a director, the Nominating/Governance Committee considers qualifications such as relevant management and/or industry experience; high personal and professional ethics, integrity and values; a commitment to representing the long-term interests of our shareholders as a whole; independence under the rules of the SEC and the listing standards of NASDAQ; and an ability and willingness to devote the required amount of time to carry out the duties and responsibilities of directors. The Nominating/Governance Committee believes that it is important that directors have diverse backgrounds and qualifications and it considers experience, education, gender, age and ethnicity, among other things, when identifying and evaluating board candidates.

Identifying Director Nominees. The Nominating/Governance Committee may employ a variety of methods for identifying and evaluating director nominees. The Nominating/Governance Committee regularly assesses the size of the Board, the need for particular expertise on the Board and whether any vacancies are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Board would consider various potential candidates for director that may come to the Nominating/Governance Committee's attention through current Board members, professional search firms, shareholders or other persons. These candidates would be evaluated at regular or special meetings of the Board, and may be considered at any point during the year.

Consideration of Candidates Recommended by Shareholders. The Nominating/Governance Committee will consider candidates recommended by the shareholders, when nominations are properly submitted, under the criteria summarized above in "Consideration of Director Nominees." The deadlines and procedures for shareholder submissions of director nominees are described below under "Shareholder Proposals and Director Nominations for 2017 Annual Meeting of Shareholders." These include, without limitation, submission to the Company of specified information relating to such candidate including information required to be disclosed in solicitations of proxies for election of directors, such candidate's written consent to be named in the proxy statement as a nominee and to serving as a director of the Company if elected, as well as specified information about the shareholder making the submission. Following verification of the shareholder status of persons recommending candidates, the Nominating/Governance Committee will make an initial analysis of the qualifications of any candidate recommended by shareholders or others according to the criteria summarized above to determine whether the candidate is qualified for service on the Board before deciding to undertake a complete evaluation of the candidate. If a shareholder or professional search firm in connection with the nomination of a director candidate provides any materials, such materials would be forwarded to the Nominating/Governance Committee as part of its review. Other than the verification of compliance with procedures and shareholder status, and the initial analysis performed by the Nominating/Governance Committee, the Nominating/Governance Committee and the Board would treat a potential candidate nominated by a shareholder in the same fashion as any other potential candidate during the review process.

Compensation Committee Interlocks and Insider Participation

During the fiscal year ended March 31, 2016, no member of the Compensation Committee (a) was, or had previously been, an executive officer or employee of the Company or any of our subsidiaries nor (b) had any material interest in a transaction of the Company or a business relationship with, or any indebtedness to, the Company, in each case that would require disclosure under applicable rules of the SEC. No other interlocking relationship existed between any member of the Compensation Committee or an executive officer of the Company, on the one hand, and any member of the Compensation Committee (or committee performing equivalent functions or, in the absence of any such committee, the full board of directors) or an executive officer of any other entity, on the other hand.

Communications with the Board

Shareholders may communicate with the Board of Directors or any individual director by sending a letter to Covisint Corporation, 26533 Evergreen Road, Suite 500, Southfield, Michigan 48076, Attn: Secretary (or any individual director). The Secretary will receive the correspondence and forward it to the Chairman or to any individual director or directors to whom the communication is addressed. The Secretary is authorized to review, sort and summarize all communications received prior to presenting them to the Chairman or to whichever director(s) the communication is addressed. If such communications are not a proper matter for Board attention, the Secretary is authorized to direct such communication to the appropriate department. For example, shareholder requests for materials or information will be directed to investor relations personnel.

Compensation of Directors

Standard Director Compensation Arrangement

Effective November 12, 2014, the standard director compensation arrangement consists of: (a) an initial grant of an option to purchase 40,000 shares of Covisint common stock upon the director's initial appointment or election as a director which vests in equal parts on the first four anniversaries of the grant date; (b) an annual award of restricted stock units ("RSUs") valued at \$75,000, made contemporaneously with the Company's annual meeting of shareholders, and vests on the day before the Company's next annual meeting of shareholders; (c) an annual cash retainer of \$25,000 payable annually upon the director's re-election as a director; and (d) a committee membership annual cash retainer payable annually upon the director's re-election as a director. The cash retainer amount is based on the Committee and the director's role on the Committee as follows:

<u>Committee</u>	<u>Chairperson</u>	<u>Member</u>
Audit	\$15,000	\$5,000
Compensation	\$10,000	\$3,750
Nominating/Governance	\$5,000	\$2,500

A director may elect to convert any cash compensation into RSUs at the fair market value of a share of Company common stock on the date of the annual meeting. The non-executive Chairman receives an additional annual cash retainer of \$25,000.

On August 26, 2015, Dr. Homaira Akbari and Messrs. Goldsmith, Grabe, Hansen and Lay received an annual RSU grant of 29,183 RSUs. Messrs. Goldsmith and Grabe also elected to convert their cash compensation into RSUs, and therefore received additional RSU grants of totaling 17,023 and 13,132 respectively.

No directors are compensated specifically for attendance at meetings. We reimburse non-employee directors for out-of-pocket expenses they incur for attending Board of Directors and committee meetings.

Director Compensation Table

The following table sets forth information concerning the compensation during fiscal 2016 of our non-employee directors.

Name	FY16 Fees Earned or Paid in		Restricted Stock Unit		All Other Compensation (\$)	Total (\$)
	Cash (\$)	Option Award (\$)	Awards (\$)			
Homaira Akbari	27,500	---	75,000		---	102,500
Bernard M. Goldsmith	---	---	118,750		---	118,750
William O. Grabe	---	---	108,750		---	108,750
Lawrence David Hansen	40,000	---	75,000		---	115,000
Philip F. Lay	47,500	---	75,000		---	122,500

COMPENSATION OF EXECUTIVE OFFICERS

EXECUTIVE COMPENSATION

Named Executive Officers

For fiscal year 2016, our Named Executive Officers were Samuel M. Inman, III, our Chief Executive Officer, Michael K. Keddington, our former SVP of Global Sales, and Enrico Digirolamo, our Chief Financial Officer. We refer to these individuals collectively as our “Named Executive Officers” or “NEOs.”

SUMMARY COMPENSATION TABLE

Except as noted below, the following table sets forth information concerning the annual and long-term compensation awarded to, earned by or paid to the Named Executive Officers for the fiscal years ended March 31, 2016 and 2015, respectively.

Name and Principal Position	Year	Salary (S)	Bonus (S)	Stock	Option	Non-Equity	All Other	Total (S)
				Awards (S)(1)	Awards (S)(2)	Incentive Plan Compensation (S)	Compensation (S)	
Samuel M. Inman, III (3) President and Chief Executive Officer	2016	485,538	—	—	—	—	118,585 (4)	604,123
	2015	480,000	307,200	885,458	1,690,509	—	104,082 (4)	3,467,249
Michael K. Keddington SVP Global Sales	2016	355,704 (5)	—	—	—	—	56,318 (6)	412,022
	2015	355,770 (5)	217,600	—	604,703	—	127,621 (6)	1,305,694
Enrico Digirolamo Chief Financial Officer	2016	300,000	—	—	—	—	8,665 (7)	308,665
	2015	300,000	197,800	—	104,165	—	4,856 (7)	606,821

- (1) Except as noted below, represents the award date fair value associated with restricted stock units, or RSUs, awarded in the respective fiscal years, calculated in accordance with ASC 718-10 “Share Based Payment,” excluding any forfeiture adjustments. The assumptions we used to calculate these amounts are discussed in Note 1 to our audited combined and consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2016.
- (2) Represents the grant date fair value associated with stock options awarded in the respective fiscal years, calculated in accordance with ASC 718-10 “Share Based Payment,” excluding any forfeiture adjustments. These amounts do not necessarily represent the amount of the benefit, if any, that the option holder may realize from the exercise of stock options. The assumptions we used to calculate these amounts are discussed in Note 1 to our audited combined and consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2016.
- (3) Mr. Inman served as Interim President and Chief Executive Officer from March 12, 2014 to May 22, 2014, as an independent contractor. The salary amount reported for fiscal 2015 includes \$80,000 paid to Mr. Inman for service in this capacity.
- (4) Mr. Inman’s All Other Compensation consists of amounts paid, or estimated to be paid for fiscal 2015 and 2016, by the Company (a) for the value of term life insurance premiums paid; (b) for commuting to southeastern Michigan, including expenses for flights, food, and incidentals; (c) value of a company paid apartment; and (d) reimbursement for tax due as a result of the compensation.
- (5) Mr. Keddington joined the Company on April 7, 2014, and he resigned as an Executive Officer in May 2016. The salary amount reported for fiscal 2015 and 2016 represents his salary and payment of his unused vacation time as required by law.
- (6) Mr. Keddington’s All Other Compensation consists of amounts paid, or estimated to be paid for fiscal 2015 and 2016, by the Company (a) for the value of term life insurance premiums paid; (b) for commuting to southeastern Michigan, including expenses for flights, hotels, food, and incidentals; (c) 401(k) matching contributions, and (d) reimbursement for tax due as a result of the compensation.
- (7) Consists of the amounts paid by the Company for the value of term life insurance premiums paid and for its matching contributions to its 401(k).

Narrative Discussion of Summary Compensation Table

Employment Agreements

We have not entered into any employment agreements with any of our Named Executive Officers other than standard at-will agreements applicable to all of our employees, severance agreements to address potential changes of control in Covisint and Mr. Inman's Severance Agreement. See "Payments upon a Potential Termination of Employment or Change in Control" below.

Executive Incentive Program

Annual and long-term incentive opportunities are provided under Covisint's Executive Incentive Program, or "EIP." For fiscal 2016, the EIP was comprised of an annual cash incentive award and a long-term equity award.

Covisint's Compensation Committee, in consultation with Covisint's CEO, approved performance criteria and goals for measuring corporate performance for use with respect to the annual cash incentive award portion of the EIP.

The fiscal year 2016 annual cash incentive award for Covisint's executive officers focused on the performance of Covisint, specifically on company subscription revenue ("Subscription Revenue") and annualized subscription revenue ("ASR"). The Compensation Committee of the Board of Directors determined that the long-term incentive award portion of the EIP would be a discretionary grant of Covisint non-qualified stock options, without regard to specific performance measures.

Annual Cash Incentive Awards under the EIP

Covisint's Board of Directors approved the fiscal 2016 EIP for the Annual Incentive Award for executive management to be measured according to Subscription Revenue and ASR, defined as follows:

- Subscription Revenue—defined as Covisint's subscription based revenue during the fiscal year in conformity with U.S. GAAP.
- ASR—defined as the annualized value of new committed subscription revenue for new contracts and incremental committed subscription revenue for renewed contracts signed within the given period.

For the fiscal 2016 EIP, there were three performance levels of attainment established for each component, Subscription Revenue and ASR (see chart below), with cash award amounts prorated between each performance level based on Covisint's actual results. If Covisint met 100% of its Subscription Revenue target and 100% of its ASR target, each NEO would receive an Annual Incentive Award equal to 100% of his Annual EIP Target (as reflected in the table below), fifty percent (50%) for meeting the Subscription Revenue target and fifty percent (50%) for meeting the ASR target. If Covisint's performance was below the threshold level for any component, no cash award would be earned with respect to that component. If Covisint's performance exceeded the maximum level, the cash award would be capped at the maximum payout level.

	Subscription Revenue Performance		ASR Performance	
	Performance Levels (\$)	% of NEO Award	Performance Levels (\$)	% of NEO Award
Minimum Threshold.....	66,000,000	50	18,000,000	50
Target.....	74,000,000	100	26,000,000	100
Maximum.....	82,000,000	150	36,000,000	200

If Covisint meets or exceeds the minimum thresholds for Subscription Revenue and ASR, the cash incentive referred to as the Annual Incentive Award, is paid shortly after Covisint's fiscal year-end results of operations are final.

To illustrate the annual incentive award, the following table provides hypothetical examples of the fiscal 2016 EIP components at the various tiered targets for an NEO with an annual salary of \$400,000 and performance levels attained at target:

Annual EIP Target	Annual Incentive Award	
	50% COVS Subscription Revenue	50% COVS ASR
100%	\$200,000	\$200,000
50%	\$100,000	\$100,000

Except as set forth in the Company's Severance Agreements discussed below, an NEO whose employment terminates due to disability or death prior to the end of the fiscal year is entitled to a prorated payment of the Annual Incentive Award, based on the number of full months of employment during the fiscal year, if the applicable performance goal(s) are otherwise satisfied for the fiscal year. Any such prorated Annual Incentive Award would be paid to the NEO or to the NEO's designated beneficiary or legal representative at the same time as all other Annual Incentive Awards payments. Unless the Compensation Committee determines otherwise, an Annual Incentive Award is forfeited if the NEO's employment terminates for any reason other than disability or death before the payment date.

In fiscal 2016, Covisint's performance was less than the minimum threshold for Subscription Revenue and ASR. Accordingly, no cash bonuses were earned or paid to Covisint executives under the fiscal 2016 EIP.

Long-Term Equity Awards under the EIP

To enhance the link between creating shareholder value and long-term incentive compensation, the Company's Compensation Committee has the authority to grant equity awards to our NEOs under the Covisint Long-Term Incentive Plan or LTIP. On April 14, 2016, Mr. Digirolamo was granted options to acquire 75,000 shares of Covisint common stock as part of the 2016 EIP with an exercise price of \$1.79. These stock options vest annually in equal installments over a four-year period provided that the participant remains continuously employed by us or one of our affiliates during that time. Stock options expire ten years after the date of grant.

One-Time Grant to Mr. Inman

On July 1, 2014, as part of his compensation package approved by the Board at the time of his hire as President and Chief Executive Officer, the Company granted Mr. Inman (a) stock options to purchase 750,000 shares of the Company's common stock with an exercise price of \$4.86 per share, and (b) 182,193 RSUs. The options and the RSUs both vest in equal parts on the first three anniversaries of the grant date. The options expire 10 years after the grant date. All of the unvested option shares and RSUs will immediately vest and be exercisable on the date of the termination of Mr. Inman's employment through the option expiration date: (1) in the event that the Mr. Inman ceases to be employed due to his death or disability; (2) under the circumstances set forth in Mr. Inman's Severance Agreement; (3) in the event Mr. Inman is terminated by the Company without Cause as defined in the Severance Agreement; or (4) if he is constructively terminated following the effective date of a change in control of the Company.

Outstanding Equity Awards Table at Fiscal Year End 2016

The following table provides information on the holdings of option and stock awards by our Named Executive Officers as of March 31, 2016.

Name	Grant Date	Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable(1)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(3)
Samuel M. Inman, III	07/01/2014	250,000	500,000 (4)	4.86	07/01/2024	—	—
	07/01/2014	—	—	—	—	121,462	242,924
Michael K. Keddington	04/07/2014(5)	—	140,000	7.20	04/07/204	—	—
	11/12/2014(5)	—	80,000	2.79	11/12/2024	—	—
Enrico Digirolamo	08/07/2013	90,000	30,000 (6)	7.18	08/07/2023	—	—
	11/12/2014	20,000	60,000	2.79	11/12/2024	—	—

(1) Unless otherwise noted below, the options vest in equal parts over four years on the anniversary of the date of grant.

(2) One-third of these RSUs vest on each of the first through third anniversary of the date of grant.

(3) Based upon the closing price of Covisint's shares of common stock on the NASDAQ Global Select Market on March 31, 2016 (i.e., the last trading day of our fiscal year) of \$2.00.

(4) One-third of the options become exercisable on each of the first through third anniversary of the date of grant.

(5) Mr. Keddington resigned as an Executive Officer in May 2016, and, effective on his resignation, he agreed to surrender these options to the Company and forfeit all his rights thereunder.

(6) One-quarter of these options became exercisable on October 1, 2013, upon consummation of our initial public offering, and one-quarter will become exercisable on each of October 1, 2014, October 1, 2015, and October 1, 2016.

Other Perquisites

The NEOs are provided a limited number of perquisites in addition to benefits provided to our other employees. The purpose of these perquisites is to facilitate their commuting to their work in southeastern Michigan from their personal residences out of state.

Payments upon a Potential Termination of Employment or Change in Control

On August 25, 2016, the Company entered into a Severance Agreement with Mr. Digirolamo. Under the terms of the agreements, if Mr. Digirolamo is terminated following a change in control of Covisint, but prior to December 31, 2019, either by the Company without cause or by the executive for good reason, he would be entitled to receive a lump sum severance payment, in cash equal to the sum of (i) his base salary and (ii) his target annual bonus under any annual bonus or incentive plan applicable to him. In addition to the foregoing, he would be entitled to receive, for the twelve (12) month period immediately following the date of his termination for himself and his dependents, health, life, disability and accident insurance benefits at no greater after-tax cost to the executive than the after-tax cost to him immediately prior to his termination. In September 2014, the Company entered into a Severance Agreement with Mr. Keddington with similar terms. Effective on his resignation as an Executive Officer in May 2016, Mr. Keddington's Severance Agreement was terminated.

On July 1, 2014, we entered into a Severance Agreement with Mr. Inman. The Severance Agreement with Mr. Inman has an original term through December 31, 2016, with automatic one-year renewals unless either party provides 15 months' notice of its intent not to renew. Mr. Inman's Severance Agreement will expire 24 months following the date of a change in control of the Company (as such term is defined in the Severance Agreement). Under the Severance Agreement, Mr. Inman agrees, following a potential change in control to remain employed until the earlier of (a) a change in control, (b) six months after a potential change in control or (c) his termination of employment.

Under the terms of Mr. Inman's Severance Agreement, if Mr. Inman experiences a "qualifying termination," the Company will provide him with the following severance payments and benefits: (i) a cash lump sum payment in an amount equal to his annual base salary and the target annual cash bonus; (ii) reimbursement for 12-months of COBRA continuation coverage, provided Mr. Inman timely elects such COBRA coverage through the Company's COBRA administrator and such COBRA coverage remains in effect for the 12-month period; (iii) a cash payment in an amount equal to any unpaid incentive compensation which has been allocated or awarded to him for any year prior to the year of termination and which is contingent only on his continued employment and an amount equal to the pro rata portion of the award he would have earned with respect to the year in which the termination occurs; and (iv) full vesting of any outstanding stock options or stock awards. For this purpose, a "qualifying termination" means Mr. Inman's employment is terminated by the Company for any reason other than for "cause", death or "disability" or Mr. Inman terminates his employment for "good reason" during the term of the Severance Agreement (as such terms are defined in the Severance Agreement). Mr. Inman's Severance Agreement provides that if payments and benefits provided to Mr. Inman would constitute an "excess parachute payment" for purposes of Section 280G of the Internal Revenue Code of 1985, as amended ("Code"), he will either have his payments and benefits reduced to the highest amount that could be paid without triggering Section 280G or receive the after-tax amount of his payment and benefits, whichever results in the greater after-tax benefit to Mr. Inman, taking into account the excise tax imposed under Section 4999 of the Code and any applicable federal, state and local taxes.

Other than the agreements described immediately above, we have not entered into any employment, severance or separation agreements with any of our NEOs.

OTHER MATTERS

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than 10% of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our common shares and other equity securities. Officers, directors and greater-than-10% shareholders are required by SEC regulations to furnish us with copies of all Section 16(a) reports they file.

To our knowledge, based solely on our review of the copies of such reports furnished to us during or with respect to fiscal 2016, or written representations that no Form 5 was required, we believe that all Section 16(a) filing requirements applicable to our officers, directors and greater-than-10% beneficial owners were met during fiscal 2016.

Related-party Transactions

The charters of our Audit Committee and Nominating/Governance Committee require that any transaction with a related party, including transactions that must be reported under applicable rules of the SEC (other than compensation-related matters), must be reviewed and approved or ratified by the Audit Committee, unless the related party is, or is associated with, a member of that committee, in which event the transaction must be reviewed and approved by the Nominating/Governance Committee.

We did not have any related person transactions during 2016 that are required to be disclosed in this Proxy Statement under SEC rules.

Expense of Soliciting Proxies

The Company will bear the expense of Internet web site hosting and soliciting proxies, including the cost of preparing, printing and mailing the Notice of Internet Availability of Proxy Materials, the Notice of the 2016 Annual Meeting of Shareholders, the Proxy Statement, the 2016 Annual Report and the accompanying proxy card. These materials are being sent to brokers, nominees and other shareholders of record by U.S. mail or by electronic mail if so requested. The Notice of the 2016 Annual Meeting of Shareholders, the Proxy Statement and the 2016 Annual Report will be available to view on the Internet web site. Each shareholder may request that copies of these materials and an accompanying proxy card be distributed to them directly either by U.S. mail or by electronic mail.

We may supplement our solicitation of proxies by mail with personal interview, telephone or facsimile solicitation by our directors, officers and other regular employees. We will not pay any special compensation to them for these services. We will request that brokers, nominees and other similar record-holders forward proxy materials to the beneficial owners of our common shares, and we will reimburse them upon request for their reasonable expenses incurred in forwarding such material.

SHAREHOLDER PROPOSALS AND DIRECTOR NOMINATIONS FOR 2017 ANNUAL MEETING OF SHAREHOLDERS

Pursuant to Rule 14a-8 of the Exchange Act, any proposal that a shareholder intends to present at the 2017 Annual Meeting of Shareholders (the "2017 Annual Meeting"), for inclusion in the proxy statement for the 2017 Annual Meeting, must be submitted to the attention of the Secretary at our offices, 26533 Evergreen Road, Suite 500, Southfield, Michigan 48076, no later than May 19, 2017. In order to avoid controversy, shareholders should submit proposals by means (including electronic) that permit them to prove the date of delivery. In addition, our Amended and Restated Bylaws require that we be given advance written notice for nominations for election to our Board and of other business that shareholders wish to present for consideration at an annual meeting of shareholders (other than those proposals of business intended to be included in our proxy statement in accordance with Rule 14a-8 under the Exchange Act). The required notice must be delivered by the shareholder and received by our Secretary at our offices, 26533 Evergreen Road, Suite 500, Southfield, Michigan 48076, and must otherwise meet the requirements set forth in our Amended and Restated Bylaws. The required notice must be made in writing and delivered or mailed by first class United States mail, postage prepaid, to our Secretary at our principal offices, and received not later than the close of business on July 26, 2017, but not before June 26, 2017, which is not less than ninety (90) calendar days nor more than one-hundred twenty (120) calendar days prior to the first anniversary of the Annual Meeting. However, in the event the 2017 Annual Meeting is scheduled to be held on a date before September 24, 2017, or after December 23, 2017, which are dates thirty (30) calendar days before or sixty (60) calendar days after the first anniversary of the Annual Meeting, then such advance notice must be received by us not later than the close of business on the later of (1) the 90th calendar day prior to the 2017 Annual Meeting and (2) the 10th calendar day following the day on which notice of the date of the 2017 Annual Meeting is mailed or public disclosure of the date of the 2017 Annual Meeting is made, whichever first occurs (or if that day is not a business day for the Company, on the next succeeding business day). For each matter the shareholder proposes to bring before the 2017 Annual Meeting, the shareholder's notice to our secretary must include specific information called for in our Amended and Restated Bylaws.

COVISINT CORPORATION
26533 Evergreen Road
Suite 500
Southfield, MI 48076

VOTE BY INTERNET

Before The Meeting - Go to www.d19xxxx08.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 PM, Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/COVS2016

You may attend the Meeting via the Internet and vote during the Meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M77368-P14092

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

COVISINT CORPORATION		For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
The Board of Directors recommends you vote FOR the following:					_____
1. Election of Directors		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Nominees:					
01) Bernard M. Goldsmith	05) Andreas Mal				
02) William O. Grabe	06) John F. Smith				
03) Lawrence David Hansen	07) Jonathan Yaron				
04) Samuel M. Inman, III					
The Board of Directors recommends you vote FOR the following proposal:					For Against Abstain
2. A non-binding proposal to ratify the appointment of Grant Thornton LLP, our independent registered public accounting firm, to audit our consolidated financial statements for the fiscal year ending March 31, 2017.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
NOTE: Such other business as may properly come before the meeting or any adjournment thereof.					
Please indicate if you plan to attend this meeting.		Yes <input type="checkbox"/>	No <input type="checkbox"/>		
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership please sign in full corporate or partnership name by authorized officer.					
Signature (PLEASE SIGN WITHIN BOX)	Date	Signature (Joint Owners)		Date	

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

M77399-P54992

COVISINT CORPORATION
Annual Meeting of Shareholders
October 24, 2016 10:00 AM Eastern Time
This proxy is solicited by the Board of Directors

The shareholder(s) hereby appoint(s) Samuel M. Inman, III and Enrico Digirolamo, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common stock of COVISINT CORPORATION that the shareholder(s) is/are entitled to vote at the Annual Meeting of Shareholders to be held at 10:00 AM, EDT on October 24, 2016, live via the Internet, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side.