

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

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

PRESIDIO, INC.

(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.

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PRESIDIO®

PRESIDIO, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

November 8, 2017

The Annual Meeting of Stockholders of Presidio, Inc. will be held at the Wyndham New Yorker, 481 8th Avenue, New York, New York 10001, at 9:30 a.m. local time on Wednesday, November 8, 2017, for the following purposes:

1. To elect the three Class I directors listed in the accompanying proxy statement to serve for a three-year term expiring at our annual meeting of stockholders in 2020.
2. To approve, on an advisory basis, the compensation of our named executive officers.
3. To vote, on an advisory basis, on the frequency of future advisory votes to approve executive compensation.
4. To ratify the appointment of RSM US LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2018.
5. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The items of business are more fully described in the proxy statement accompanying this notice. Only holders of record of our common stock at the close of business on September 20, 2017 are entitled to notice of, and to vote at, the meeting.

By Order of the Board of Directors,



Elliot Brecher
*Senior Vice President and General Counsel,
and Secretary*

October 3, 2017

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on November 8, 2017: This proxy statement, along with our Annual Report on Form 10-K for the fiscal year ended June 30, 2017, is available at the following website: <http://materials.proxyvote.com/74102M>.

Your vote is important. Whether or not you plan to attend the meeting in person, we would like for your shares to be represented. Please vote as soon as possible.

PRESIDIO, INC.

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

To Be Held

November 8, 2017

This proxy statement is furnished in connection with the solicitation by the Board of Directors of Presidio, Inc. of proxies in the accompanying form for use at the Annual Meeting of Stockholders to be held at the Wyndham New Yorker, 481 8th Avenue, New York, New York 10001, at 9:30 a.m. local time on Wednesday, November 8, 2017, and at all adjournments or postponements thereof.

This proxy statement and the form of proxy are being mailed to stockholders on or about October 3, 2017.

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2017 Proxy Statement Summary

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

2017 Annual Meeting Information

- *Date and Time:* 9:30 a.m. local time on Wednesday, November 8, 2017
- *Place:* Wyndham New Yorker, 481 8th Avenue, New York, New York 10001
- *Voting:* Holders of our common stock as of the record date are entitled to one vote per share
- *Record Date:* September 20, 2017

Items of Business

	Board Recommendation	Page Reference (for more information)
1. Election of three directors named in this proxy statement	FOR ALL	10
2. Advisory vote to approve executive compensation	FOR	19
3. Advisory vote to approve frequency of future advisory votes on executive compensation	FOR THREE YEARS	20
4. Ratification of RSM US LLP as our independent registered public accounting firm	FOR	42

Election of Directors

The Board of Directors (the “Board”) of Presidio, Inc. (“we,” “our,” “us,” the “Company,” or “Presidio”) is asking you to elect three Directors at our Annual Meeting of Stockholders (the “Annual Meeting”). The table below provides summary information about the Director nominees.

Our bylaws provide for plurality voting for the election of directors. This means that the three director nominees that receive the most votes will be elected to the Board. For more information about the nominees, including information about the qualifications, attributes and skills of the nominees, see page 11.

Name	Age	Director Since	Primary Occupation	Independent	Committee Memberships
Heather Berger	40	—	Partner of Apollo Global Management, LLC		
Michael A. Reiss	33	—	Principal of Apollo Global Management, LLC		
Todd H. Siegel	47	2015	Chief Executive Officer of Affinion Group Holdings, Inc. (“Affinion”) and a director of Affinion	✓	Audit Committee (chair)

Advisory Vote to Approve Executive Compensation

The Board is asking you to approve compensation paid to our named executive officers on an advisory basis. Pay that reflects performance and alignment of pay with the long-term interests of our stockholders are key principles that underlie our compensation program. Stockholders have the opportunity to vote, on an advisory basis, on the compensation of our executive officers. This agenda item is often referred to as a say on pay, and it provides you the opportunity to cast a vote with respect to the compensation paid to the named executive officers as disclosed in this proxy statement.

Advisory Vote on Frequency of Future Advisory Votes on Executive Compensation

The Board is asking you to indicate, on an advisory basis, your preference as to the frequency of future advisory votes on the compensation of our named executive officers. The optimal frequency of future say on pay votes rests on a judgment about the relative benefits and burdens of each of the alternatives: one, two or three years. This agenda item is often referred to as a say when on pay, and it provides you the opportunity to cast a vote indicating whether you prefer that we hold future advisory votes on executive compensation every one, two or three years.

Ratify the Appointment of the Independent Registered Public Accounting Firm

The Board is asking you to ratify the selection of RSM US LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2018.

**Questions and Answers About
the Proxy Materials and the Annual Meeting**

Q: Why am I receiving these materials?

A: Our Board has made these materials available to you in connection with the solicitation of proxies for use at the Annual Meeting. As a stockholder, you are invited to attend the Annual Meeting and are requested to vote on the items of business described in this proxy statement.

Q: What proposals will be voted on at the Annual Meeting?

A: Four proposals will be voted on at the Annual Meeting:

- The election of the three Class I directors specified in this proxy statement for a three-year term, expiring at our annual meeting of stockholders in 2020;
- The approval, on an advisory basis, of the compensation of our named executive officers;
- The vote, on an advisory basis, on the frequency of future advisory votes to approve executive compensation; and
- The ratification of the appointment of RSM US LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2018.

Q: What are the Board's recommendations?

A: Our Board recommends that you vote:

- **"FOR"** the election of the three nominated Class I directors specified in this proxy statement (Proposal 1);
- **"FOR"** the approval, on an advisory basis, of the compensation of our named executive officers (Proposal 2); and
- **"FOR Three Years,"** on an advisory basis, for the frequency of future advisory votes to approve executive compensation (Proposal 3); and
- **"FOR"** the ratification of the appointment of RSM US LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2018 (Proposal 4).

Q: What happens if additional matters are presented at the Annual Meeting?

A: If any other matters are properly presented for consideration at the Annual Meeting, the persons named as proxy holders, Robert Cagnazzi, our Chief Executive Officer, and Paul Fletcher, our Executive Vice President and Chief Financial Officer, or either of them, will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

Q: Who is entitled to vote?

A: Stockholders of record at the close of business on September 20, 2017 (the "record date") may vote at the Annual Meeting. As of the close of business on the record date, there were 91,279,263 shares of our common stock outstanding. Each share of common stock is entitled to one vote on all matters being considered at the Annual Meeting. There is no cumulative voting.

Q: What constitutes a quorum?

A: The presence at the Annual Meeting, in person or by proxy, of holders of a majority of the shares of our common stock outstanding and entitled to vote at the Annual Meeting shall constitute a quorum. Both abstentions and broker non-votes (discussed below under "How may my brokerage firm or other intermediary vote my shares if I fail to provide timely directions?") are counted for the purpose of determining the presence of a quorum.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: *Stockholder of Record.* If your shares are registered directly in your name with our transfer agent, Broadridge Corporate Issuer Solutions, Inc., you are considered the “stockholder of record” with respect to those shares. Stockholders of record received printed proxy materials directly from us.

Beneficial Owner. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the “beneficial owner” of shares held in street name. Your broker, bank or nominee, who is considered the stockholder of record with respect to those shares, forwarded the proxy materials to you. As the beneficial owner, you have the right to direct your broker, bank or nominee how to vote your shares by completing the voting instruction form. Because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the Annual Meeting unless you obtain a “legal proxy” from the broker, bank or nominee that holds your shares, giving you the right to vote the shares at the Annual Meeting.

Q: How do I vote?

A: You may vote using any of the following methods:

By Mail - Stockholders of record may submit proxies by completing, signing and dating their proxy cards and mailing them in the accompanying pre-addressed envelopes. If you return your signed proxy but do not indicate your voting preferences, your shares will be voted on your behalf as follows:

- “**FOR**” the election of the three nominated Class I directors specified in this proxy statement for a three-year term expiring at our Annual Meeting in 2020 (Proposal 1);
- “**FOR**” the approval, on an advisory basis, of the compensation of our named executive officers (Proposal 2);
- “**FOR Three Years,**” on an advisory basis, for the frequency of future advisory votes to approve executive compensation (Proposal 3); and
- “**FOR**” the ratification of the appointment of RSM US LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2018 (Proposal 4).

Presidio stockholders who hold shares beneficially in street name may provide voting instructions by mail by completing, signing and dating the voting instruction forms provided by their brokers, banks or other nominees and mailing them in the accompanying pre-addressed envelopes.

By Internet - Stockholders of record of our common stock with internet access may submit proxies by following the internet voting instructions on their proxy cards. Most Presidio stockholders who hold shares beneficially in street name may provide voting instructions by accessing the website specified on the voting instruction forms provided by their brokers, banks or nominees. Please check the voting instruction form for internet voting availability. If you vote electronically on the internet and do not vote on all matters, your shares will be voted on your behalf as shown above.

By Telephone - Stockholders of record of our common stock who live in the United States or Canada may submit proxies by following the telephone voting instructions on their proxy cards. Most Presidio stockholders who hold shares beneficially in street name and live in the United States or Canada may provide voting instructions by telephone by calling the number specified on the voting instruction forms provided by their brokers, banks or nominees. Please check the voting instruction form for telephone voting availability. If you vote by telephone and do not vote on all matters, your shares will be voted on your behalf as shown above.

In Person at the Annual Meeting - Shares held in your name as the stockholder of record may be voted in person at the Annual Meeting. Shares held beneficially in street name may be voted in person only if you obtain a legal proxy from the broker, bank or nominee that holds your shares giving you the right to vote the shares. ***Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy or voting instructions by mail, telephone, or the internet so that your vote will be counted if you later decide not to attend the Annual Meeting.***

Q: Can I change my vote or revoke my proxy?

A: If you are a stockholder of record, you may revoke your proxy at any time prior to the vote at the Annual Meeting. If you submitted your proxy by mail, you must file with the Secretary of the Company a written notice of revocation or deliver, prior to the vote at the Annual Meeting, a valid, later-dated proxy. If you submitted your proxy by telephone or the internet, you may revoke your proxy with a later telephone or internet proxy, as the case may be. Attendance at the Annual Meeting will not have the effect of revoking a proxy unless you give written notice of revocation to the Secretary before the proxy is exercised or you vote by written ballot at the Annual Meeting. If you are a beneficial owner, you may change your vote by submitting new voting instructions to your broker, bank or nominee, or, if you have obtained a legal proxy from your broker, bank or nominee giving you the right to vote your shares, by attending the meeting and voting in person.

Q: What vote is required to approve each item? How may my brokerage firm or other intermediary vote my shares if I fail to provide timely directions?

Item	Vote Required	Broker Discretionary Voting Allowed
Proposal 1 - The election of Class I directors	Plurality of Votes Cast	No
Proposal 2 - The approval, on an advisory basis, of the compensation of our named executive officers	Majority of the Shares Present in Person or Represented by Proxy and Entitled to Vote	No
Proposal 3 - The vote, on an advisory basis, on the frequency of future advisory votes to approve executive compensation	Plurality of Votes Cast	No
Proposal 4 - The ratification of the appointment of RSM US LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2018	Majority of the Shares Present in Person or Represented by Proxy and Entitled to Vote	Yes

Proposal 1 will be determined based on a plurality of the votes cast. This means that the three director nominees that receive the most votes will be elected to the Board. With respect to Proposal 1, you may vote **FOR** all nominees, **WITHHOLD** your vote as to all nominees, or **FOR** all nominees except those specific nominees from whom you **WITHHOLD** your vote. The nominees receiving the most **FOR** votes will be elected. A properly executed proxy marked **WITHHOLD** with respect to the election of one or more directors will not be voted with respect to the director or directors indicated. Proxies may not be voted for more than three directors and stockholders may not cumulate votes in the election of directors. If you **ABSTAIN** from voting on Proposal 1, the abstention will have **NO EFFECT** on the outcome of the vote.

With respect to Proposal 2, you may vote **FOR**, **AGAINST** or **ABSTAIN**. If you **ABSTAIN** from voting on Proposal 2, the abstention will have the same effect as an **AGAINST** vote.

Proposal 3 will be determined based on a plurality of the votes cast. This means that the option that receives the most votes will be recommended by the stockholders to the Board. If you **ABSTAIN** from voting on Proposal 3, the abstention will have **NO EFFECT** on the outcome of the vote.

With respect to Proposal 4, you may vote **FOR**, **AGAINST** or **ABSTAIN**. If you **ABSTAIN** from voting on Proposal 4, the abstention will have the same effect as an **AGAINST** vote.

The results of the advisory votes on the compensation of our named executive officers and on the frequency of future advisory votes on named executive officer compensation (Proposals 2 and 3, respectively) are not binding on the Board.

If you hold your shares beneficially in street name and do not provide your broker with voting instructions, the brokerage firm has the discretion to vote the shares on your behalf if the proposal is considered a “routine” matter. When a proposal is not a “routine” matter and the brokerage firm has not received voting instructions from the beneficial owner of the shares with respect to that proposal, the brokerage firm cannot vote the shares on that proposal. This is called a “broker non-vote.”

Proposal 1, Proposal 2 and Proposal 3 are not considered “routine” matters, but the ratification of the appointment of RSM US LLP as our independent registered public accounting firm (Proposal 4) is considered a “routine” matter. In tabulating the voting results for any non-routine proposal, shares that constitute broker non-votes are not considered entitled to vote on that proposal. Thus, while broker non-votes would be counted for the purpose of determining a quorum, they will not affect the outcome of any non-routine matters being voted on at the Annual Meeting.

Q: What percentage of stock does our largest stockholder own and how does our largest stockholder intend to vote?

A: Through our stockholder AP VIII Aegis Holdings, L.P. (“Aegis LP”), investment funds (the “Apollo Funds”) affiliated with or managed by Apollo Global Management, LLC (together with its subsidiaries, “Apollo”) own 73.4% of our outstanding common stock. As a result, Apollo controls a majority of the voting power of our outstanding common stock, and we are a “controlled company” within the meaning of the corporate governance standards of the Nasdaq Global Select Market (the “NASDAQ”). Aegis LP has indicated that it will vote its shares in favor of the director nominees named in our proxy statement, in favor of Proposal 2, in favor of three years for Proposal 3 and in favor of Proposal 4. If Aegis LP votes as it has indicated, its vote is sufficient to satisfy the quorum and voting requirements necessary to elect the director nominees, to adopt Proposal 2, to approve three years in respect of Proposal 3 and to approve Proposal 4.

Q: How are proxies solicited?

A: The costs and expenses of soliciting proxies from stockholders will be paid by the Company. Employees, officers and directors of the Company, without additional compensation, may solicit proxies. We do not plan to retain the services of a proxy solicitation firm to assist us in this solicitation. In addition, we will, upon request, reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation material to the beneficial owners of our common stock.

Q: What is the effect of giving a proxy?

A: Proxies are solicited by and on behalf of the Board. Robert Cagnazzi, our Chief Executive Officer, and Paul Fletcher, our Executive Vice President and Chief Financial Officer, have been designated as proxy holders by the Board. When proxies are properly dated, executed and returned, the shares represented by such proxies will be voted at the Annual Meeting in accordance with the instructions of the stockholder. If no specific instructions are given, however, the shares will be voted in accordance with the recommendations of our Board as described above. If any matters not described in this proxy statement are properly presented at the Annual Meeting pursuant to our amended and restated bylaws, the proxy holders will use their own judgment to determine how to vote the shares. If the Annual Meeting is adjourned, the proxy holders can vote the shares on the new Annual Meeting date as well, unless you have properly revoked your proxy instructions, as described above.

Q: I share an address with another stockholder, and we received only one paper copy of the proxy materials. How may I obtain an additional copy of the proxy materials?

A: We have adopted a procedure called “householding,” which the Securities and Exchange Commission (“SEC”) has approved. Under this procedure, we deliver a single copy of the Notice and, if applicable, our proxy materials to multiple stockholders who share the same address, unless we have received contrary instructions from one or more of such stockholders. This procedure reduces our printing and mailing costs and fees. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, we will deliver promptly a separate copy of the Notice and, if applicable, our proxy materials to any stockholder at a shared address to which we delivered a single copy of any of these materials. To receive a separate copy, or, if a stockholder is receiving multiple copies, to request that we only send a single copy of the Notice and, if applicable, our proxy materials, such stockholder may contact us at: Presidio, Inc., One Penn Plaza, Suite 2832, New York, New York 10119, Attention: Corporate Secretary.

Street name stockholders may contact their broker, bank or other nominee to request information about householding.

Q: What is the deadline for stockholder proposals for the 2018 annual meeting?

A: For your proposal to be considered for inclusion in our proxy statement for the annual meeting of stockholders to be held in 2018, we must receive your written proposal no later than June 6, 2018. In addition, be aware that your proposal must comply with SEC regulations regarding inclusion of stockholder proposals in company-sponsored proxy materials and

other applicable laws. Although our Board will consider all proposals, it has the right to omit any proposals it is not required to include. For you to raise a proposal (including director nominations) at next year's annual meeting that will not be included in our proxy statement, we must receive written notice of the proposal between July 12, 2018 and August 13, 2018 (assuming the meeting is held not more than 30 days before or more than 30 days after November 8, 2018). All notices of proposals by stockholders, whether or not intended to be included in the Company's proxy materials, should be sent to Presidio, Inc., One Penn Plaza, Suite 2832, New York, New York 10119, Attention: Corporate Secretary. In addition, any proposal must satisfy all of the other requirements set forth in our bylaws and all applicable laws. A copy of our amended and restated bylaws is available on our website at <http://www.investors.presidio.com>. You may also contact our Corporate Secretary at the address set forth above for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

PROPOSAL I - ELECTION OF DIRECTORS

Our Board currently consists of nine members: Robert Cagnazzi, Christopher L. Edson, Salim Hirji, Steven Lerner, Matthew H. Nord, Pankaj Patel, Todd H. Siegel, Joseph Trost and Giovanni Visentin.

In accordance with our certificate of incorporation, our Board is divided into three classes with staggered three-year terms. At each annual meeting of stockholders, a class of directors is elected for a three-year term to succeed the directors of the same class whose terms are then expiring. Our Board is currently divided among the three classes as follows:

- Messrs. Siegel, Trost and Visentin are the current Class I directors whose terms expire at the Annual Meeting. Messrs. Trost and Visentin do not intend to stand for re-election at the Annual Meeting. Mr. Siegel has been nominated for election at the Annual Meeting for a three-year term expiring at the annual meeting of stockholders to be held in 2020;
- Messrs. Edson, Hirji and Lerner are the Class II directors whose terms will expire at the annual meeting of stockholders to be held in 2018; and
- Messrs. Cagnazzi, Nord and Patel are the Class III directors whose terms expire at the annual meeting of stockholders to be held in 2019.

Pursuant to our certificate of incorporation, only our Board is able to fill any vacancies on our Board until the next succeeding annual meeting of stockholders. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. Each director's term continues until the election and qualification of such director's successor, or such director's earlier death, resignation or removal. Directors may be removed only for cause and then by the affirmative vote of a majority of the voting power entitled to vote for the election of directors.

It is proposed to elect three Class I directors to serve for a three-year term expiring at our annual meeting of stockholders in 2020. Messrs. Trost and Visentin do not intend to stand for re-election at the Annual Meeting. Upon recommendation of our Nominating and Corporate Governance Committee, the Board has nominated Mr. Siegel for re-election as a Class I director, and Heather Berger and Michael A. Reiss for election as Class I directors. Biographical information about each of the nominees and each director whose term will continue after the Annual Meeting is contained in the sections below. At the meeting, the persons named in the enclosed form of proxy will vote the shares covered thereby for the election of the nominees named below to our Board unless instructed to the contrary. Mr. Siegel is currently a Class I director of our company.

Messrs. Trost's and Visentin's decisions to not stand for re-election to the Board are not a result of any disagreement with the Company on any matter related to the Company's operations, policies, or practices.

**NOMINEES FOR ELECTION FOR A THREE-YEAR TERM EXPIRING
AT THE 2020 ANNUAL MEETING**

Name of Class I Director Nominee	Age	Principal Occupation and Business Experience
Heather Berger	40	Ms. Berger is currently a partner of Apollo where she oversees marketing, client relations and business development for the firm's Private Equity business. Ms. Berger has 18 years of marketing experience in the alternative asset industry. Prior to joining Apollo in 2008, Ms. Berger was a member of the Private Fund Group at Credit Suisse Securities (USA), where she was responsible for raising institutional capital for private equity funds. Previously, Ms. Berger was with Capital Z Financial Service Partners, and its affiliate, where she focused on fundraising and investor relationship management. Ms. Berger graduated cum laude from Duke University in 1999 with a BA in Comparative Area Studies and French. She serves on the Alumni Board of Directors of The Spence School in New York. Ms. Berger's extensive marketing experience qualifies her to serve on our Board.
Michael A. Reiss	33	Mr. Reiss is currently a principal of Apollo, where he has been employed since 2008. Prior to that time, Mr. Reiss was employed by Deutsche Bank Securities as a Global Finance Analyst in the Financial Sponsors Group. Mr. Reiss previously served on the board of directors of Captain Bidco SAS, the parent of Ascometal SAS. Mr. Reiss has significant experience making and managing private equity investments on behalf of Apollo and has over nine years of experience financing, analyzing and investing in public and private companies, which qualifies him to serve on our Board. He previously served as a director of Affinion Group Holdings, Inc. ("Affinion") and Affinion Group, Inc.
Todd H. Siegel	47	Mr. Siegel joined the Board on February 2, 2015. He was appointed Chief Executive Officer of Affinion and a director of Affinion as of September 20, 2012. Mr. Siegel was formerly Chief Financial Officer of Affinion from November 2008 to September 2012 and served as an Executive Vice President from October 17, 2005. Mr. Siegel also served as General Counsel of Affinion from October 17, 2005 to February 16, 2009. Before that, he served as General Counsel of Trilegiant starting in July 2003 and Cendant Marketing Group starting in January 2004. Mr. Siegel joined Affinion in November 1999 as a member of the Legal Department of the Membership Division of Cendant. From 1997 to 1999, Mr. Siegel was a corporate associate at Skadden, Arps, Slate, Meagher and Flom, LLP. From 1992 until 1994, he was employed as a certified public accountant with Ernst & Young. Mr. Siegel's extensive experience in business and finance qualifies him to serve on our Board.

The Board recommends a vote FOR the election of the nominees herein.

DIRECTORS CONTINUING IN OFFICE UNTIL THE 2018 ANNUAL MEETING

Name of Class II Director	Age	Principal Occupation and Business Experience
Christopher L. Edson	34	Mr. Edson joined the board of directors of the predecessor to Presidio upon its formation on November 20, 2014, and continued as a member of the Board following the acquisition of Presidio by the Apollo Funds on February 2, 2015. He is currently a principal at Apollo, which he joined in 2008. From 2005 to 2008, Mr. Edson was a member of the Financial Institutions Investment Banking Group of Goldman Sachs in both New York and Chicago. Mr. Edson serves on several boards of directors, including MidCap Financial, Diamond Resorts International, ClubCorp and Regional Care Hospital Partners. During the past five years, Mr. Edson has also served as a director of Athene, Novitex and SourceHOV. Mr. Edson graduated with a B.S. in Finance from Indiana University. Between his work at Apollo and his prior experience in investment banking, Mr. Edson has approximately 12 years of experience analyzing, financing and investing in public and private companies. Mr. Edson's extensive experience in business and finance qualifies him to serve on our Board.
Salim Hirji	28	Mr. Hirji joined the Board on February 10, 2017. He is currently a principal at Apollo, having joined Apollo in 2013. Prior to that time, Mr. Hirji was a member of the Financial Institutions Investment Banking Group of Goldman, Sachs & Co. Mr. Hirji graduated summa cum laude with a B.A. in Economics and Political Science from Columbia University. In addition to serving on the Board, Mr. Hirji serves on the board of Mood Media Corporation. Between his work at Apollo and his prior experience in investment banking, Mr. Hirji has approximately six years of experience analyzing, financing and investing in public and private companies. Mr. Hirji's extensive experience in business and finance qualifies him to serve on our Board.
Steven Lerner	62	Dr. Lerner served as a director of Yadkin Bank and Yadkin Financial Corporation from July 2014 until its sale to F.N.B. Corporation in March 2017. He joined Yadkin following the merger of VantageSouth Bancshares, Inc. and Piedmont Community Bank Holdings, Inc. with Yadkin Financial Corporation. Prior to this merger, Dr. Lerner served as a director of VantageSouth Bancshares, Inc. since November 2011, and as Vice Chairman of Piedmont Community Bank Holdings, Inc. since he co-founded the company in 2009. He has served as the Chairman of FGI Research, a provider of online market research services, since he founded the company in 1981. From 2000 to 2012, Dr. Lerner served as Chairman of Capstrat, Inc., a strategic marketing communication firm, and he was Chairman of Yankelovich, Inc., a consumer research firm, from 2000-2008. Dr. Lerner has spent the last 30 years helping small and medium sized businesses maximize their potential. He has been involved in the formation of a number of companies including Blue Hill Group, and Sterling Cellular prior to its sale in 1993. Dr. Lerner serves on the board of advisors of Bandwidth.com, a provider of next generation communications services. Dr. Lerner served as a member of the University of North Carolina at Chapel Hill board of trustees and as Chairman of its Finance Committee until July 2015. Dr. Lerner's extensive business experience, as well as his extensive experience in the information technology sector, qualifies him to serve on our Board. Dr. Lerner served on our board of directors prior to our acquisition by the Apollo Funds in February 2015, and joined our Board on February 10, 2017. Mr. Lerner's extensive experience in business qualifies him to serve on our Board.

DIRECTORS CONTINUING IN OFFICE UNTIL THE 2019 ANNUAL MEETING

Name of Class III Director	Age	Principal Occupation and Business Experience
Robert Cagnazzi	58	Mr. Cagnazzi has served as the Chief Executive Officer of the Company since February 29, 2012. Previously, he founded Bluewater Communications LLC in 2006 and served as its Chief Executive Officer until the company was acquired by Presidio in 2012. Prior to that, he served as Chief Executive Officer of North America at Dimension Data Holdings PLC from 2001 to 2006.
Matthew H. Nord	38	Mr. Nord joined the board of directors of the predecessor to Presidio upon its formation on November 20, 2014, and continued as a member of the Board following the acquisition of Presidio by the Apollo Funds on February 2, 2015. He is currently a Senior Partner at Apollo, having joined in 2003. Prior to that time, Mr. Nord was a member of the Investment Banking division of Salomon Smith Barney Inc. Mr. Nord serves on the boards of directors of ADT, Exela Technologies and RegionalCare Hospital Partners. Mr. Nord also serves on the Board of Trustees of Montefiore Health System and on the Board of Overseers of the University of Pennsylvania's School of Design. Mr. Nord previously served on the boards of directors of Affinion Group, Constellium NV, EVERTEC, Hughes Telematics, MidCap Financial, Mobile Satellite Ventures, Noranda Aluminum, Novitex and SourceHOV. Mr. Nord graduated summa cum laude with a BS in Economics from the University of Pennsylvania's Wharton School of Business. Between his work at Apollo and his prior experience in investment banking, Mr. Nord has extensive experience analyzing, financing and investing in public and private companies, which qualifies him to serve on our Board.
Pankaj Patel	63	Mr. Patel joined the Board on May 19, 2016. He served as Executive Vice President and Chief Development Officer at Cisco Systems, Inc., a worldwide leader in IT, from June 2012 to July 2016, creating solutions built on intelligent networks that were designed to solve customers' challenges. Mr. Patel served as executive advisor to the CEO from July 31, 2016 until his retirement on October 28, 2016. Mr. Patel reported to the CEO as the Engineering head of the company's product and solution portfolio and drove the business and technology strategy across Cisco's Routing, Switching, Wireless, Security, Mobility, Video, Collaboration, Data Center and Cloud offerings, where his responsibilities included defining priorities and investment allocation of research and development funds. Prior to Cisco, Mr. Patel launched and ran a successful startup business. Mr. Patel's extensive business experience, as well as his extensive experience in the North American IT market, qualify him to serve on our Board.

Director Independence

We are a "controlled company" under the NASDAQ rules, which eliminates the requirements that we have a majority of independent directors on our Board and that we have Compensation and Nominating and Corporate Governance Committees composed entirely of independent directors. We are required, however, to have an Audit Committee composed entirely of independent directors. In accordance with NASDAQ's phase-in rules, a majority of independent directors currently serve on our Audit Committee. We will be required to have a fully independent Audit Committee by March 9, 2018, one year from the effective date of our initial public offering ("IPO").

Our Board has determined that each of Pankaj Patel, Steven Lerner and Todd H. Siegel is "independent" under the rules of the NASDAQ. Our Board has also determined that each of Steven Lerner and Todd H. Siegel satisfies the independence standards for the Audit Committee established by the SEC and the rules of the NASDAQ.

If at any time we cease to be a "controlled company" under NASDAQ rules, the Board will take all action necessary to comply with the NASDAQ rules, including appointing a majority of independent directors to the Board and establishing certain committees composed entirely of independent directors, subject to a permitted "phase-in" period.

Our stockholders agreement with Aegis LP, the Apollo entity that is the beneficial owner of most of our common stock, provides that, except as otherwise required by applicable law, if Aegis LP or the Apollo Funds holds (a) at least 50% of our outstanding common stock, it will have the right to designate up to five nominees to our Board, (b) at least 30% but less than 50% of our outstanding common stock, it will have the right to designate up to four nominees to our Board, (c) at least 20% but less than 30% of our outstanding common stock, it will have the right to designate up to three nominees to our Board and (d) at least

10% but less than 20% of our outstanding common stock, it will have the right to designate two nominees to our Board. The stockholders agreement also provides that, if the size of our Board is increased or decreased at any time, the nomination rights of Aegis LP (and the Apollo Funds) will be proportionately increased or decreased, respectively, and rounded up to the nearest whole number.

Each director is expected to attend and participate in, either in person or by means of telephonic conference, all scheduled Board meetings and meetings of committees on which such director is a member. We did not have an annual meeting in the fiscal year ended June 30, 2017. Pursuant to our Corporate Governance Guidelines, members of the Board are strongly encouraged to attend the annual meeting each year.

The non-management members of the Board also meet in executive session without management present on a regular basis.

Communicating with our Board

Individuals may communicate directly with members of our Board or members of the Board's committees by writing to the following address:

Presidio, Inc.
One Penn Plaza, Suite 2832
New York, New York 10119
Attention: Corporate Secretary

The Corporate Secretary will summarize all correspondence received and periodically forward summaries to the Board or appropriate committee. Members of the Board may at any time request copies of any such correspondence. Communications may be addressed to the attention of the Board, a standing committee of the Board, or any individual member of the Board or a committee. Communication that is primarily commercial in nature, relates to an improper or irrelevant topic, or requires investigation to verify its content may not be forwarded.

Director Compensation

Prior to our IPO, each of our non-employee directors during that year (other than Matthew Nord, Christopher Edson and Salim Hirji) received (i) an annual retainer of \$50,000, (ii) \$2,000 for each meeting of the Board attended in person and (iii) \$1,000 for each meeting of the Board attended telephonically. The Chairman of the Board also received an additional annual retainer of \$50,000. In addition, directors (other than Mr. Edson) serving on the Audit Committee received an additional annual retainer of \$5,000 and the Chairman of the Audit Committee also received an additional annual retainer of \$10,000. Members of the Audit Committee and the Innovation and Technology Committee received \$2,000 for each committee meeting attended in person, and \$1,000 for each committee meeting attended telephonically.

Following the completion of our IPO on March 15, 2017, our compensation for non-employee directors remained the same, except that the annual retainer for members of the Audit Committee (excluding Mr. Edson) was increased to \$12,500, and the additional annual retainer of the Chairman of the Audit Committee was increased to \$25,000, in addition to the meeting attendance fees applied pro-rata following the completion of the IPO. The changes described in the immediately preceding sentence were applied pro-rata following the completion of our IPO.

The following table sets forth certain information regarding the compensation for each non-employee director of the Company during the fiscal year ended June 30, 2017.

Name	Fees Earned or Paid in Cash (\$)	Option Awards (\$)(1)(2)	Total (\$)
Christopher Edson	—	—	—
Salim Hirji	—	—	—
Steven Lerner	29,698	74,300	103,998
Matthew Nord	—	—	—
Pankaj Patel	66,000	—	66,000
Todd Siegel	93,881	—	93,881
Joseph Trost	74,513	—	74,513
Giovanni Visentin	110,000	—	110,000

- (1) Represents the aggregate grant date fair values of options granted during fiscal 2017, computed in accordance with FASB ASC Topic 718.
- (2) As of June 30, 2017, Mr. Lerner held options to purchase 15,000 shares having an exercise price of \$14.00 per share, Mr. Patel held options to purchase 15,000 shares having an exercise price of \$8.75 per share, and Mr. Siegel held options to purchase 15,000 shares having an exercise price of \$5.00 per share; which options in each case vest in three equal installments on each of the first three anniversaries of the grant date, subject to continued service.

Board and Committees

Our Board currently has an Audit Committee, an Innovation and Technology Committee, a Compensation Committee, a Nominating and Corporate Governance Committee and an Executive Committee. Each committee operates under a separate charter adopted by our Board. Charters are available on our website at investors.presidio.com under “Corporate Governance.” Members serve on these committees until their resignations or until otherwise determined by our Board.

During the fiscal year ended June 30, 2017, the Board held eight meetings and took action eight times by unanimous written consent. There were six meetings of the Audit Committee, the Compensation Committee took action three times by unanimous written consent, no meetings of the Nominating and Corporate Governance Committee, one meeting of the Innovation and Technology Committee, and the Executive Committee took action two times by unanimous written consent. All of the directors attended at least 75% of the aggregate number of Board meetings and committee meetings during the periods in which they served.

Audit Committee. Our Audit Committee consists of Todd H. Siegel, Christopher L. Edson and Steven Lerner. Our Board has determined that each of Steven Lerner and Todd H. Siegel satisfies the requirements for independence and financial literacy under the rules and regulations of the NASDAQ and the SEC. Our Board has also determined that Todd H. Siegel qualifies as an Audit Committee financial expert as defined under SEC rules and regulations and satisfies the financial sophistication requirements of the NASDAQ.

The principal duties and responsibilities of our Audit Committee are to oversee and monitor the following:

- the annual appointment of auditors, including the independence, qualifications and performance of our auditors and the scope of audit and non-audit assignments and related fees;
- the accounting principles we use in financial reporting;
- our financial reporting process and internal auditing and control procedures;
- our risk management policies;
- the integrity of our financial statements; and
- our compliance with legal, ethical and regulatory matters.

Compensation Committee. Our Compensation Committee consists of Robert Cagnazzi, Matthew H. Nord and Christopher L. Edson. The principal duties and responsibilities of our Compensation Committee are the following:

- approval and recommendation to our Board of all compensation plans for our CEO, all of our employees and those of our subsidiaries who report directly to the CEO and other executive officers, as well as all compensation for our Board;
- approval and authorization of grants under our or our subsidiaries' incentive plans, including all equity plans and long-term incentive plans; and
- the preparation of any report on executive compensation required by SEC rules and regulations, if any.

Nominating and Corporate Governance Committee. Our Nominating and Corporate Governance Committee consists of Robert Cagnazzi, Christopher L. Edson and Matthew H. Nord. The principal duties and responsibilities of our Nominating and Corporate Governance Committee are the following:

- implementation and review of criteria for membership on our Board and its committees;
- recommendation of proposed nominees for election to our Board and membership on its committees; and
- recommendations to our Board regarding governance and related matters.

Innovation and Technology Committee. Our Innovation and Technology Committee consists of Giovanni Visentin, Pankaj Patel and Joseph Trost. Messrs. Trost and Visentin do not intend to stand for re-election at the Annual Meeting. The principal duties and responsibilities of our Innovation and Technology Committee are the following:

- To review and make recommendations to the Board on major strategies and other subjects relating to:
 - the Company's approach to technical and commercial innovation;
 - the long-term strategic goals of the Company's internal and commercial technology investments;
 - the Company's technology position in a competitive environment;
 - the innovation and technology acquisition process to assure accelerated business growth and response to emerging technology threats and opportunities through contracts, grants, collaborative efforts, strategic alliances, mergers and acquisitions;
 - the management and leverage of intellectual property;
 - the formal projects and actions being taken to drive and enable technology innovation; and
 - measurement and tracking systems important to successful innovation.

Executive Committee. Our Executive Committee consists of Matthew H. Nord, Christopher L. Edson and Robert Cagnazzi. The Executive Committee generally may exercise all of the powers of the Board when the Board is not in session, other than (1) approving any action that, pursuant to applicable law, would require the submission to stockholders of such action for stockholder approval, (2) the declaration of dividends, (3) the creation or filling of vacancies on the Board, (4) the adoption, amendment or repeal of our bylaws, (5) the amendment or repeal of any resolution of the Board that by its terms limits amendment or repeal exclusively to the Board, (6) any action where our certificate of incorporation, our bylaws, the listing standards of the NASDAQ or applicable law require participation by the full Board or another committee of the Board, (7) the issuance of debt or equity securities in excess of \$75 million and (8) the filing by the Company of a voluntary petition seeking to take advantage of any bankruptcy, reorganization, insolvency, readjustment of debt, dissolution or liquidation law or statute.

Compensation Committee Interlocks and Insider Participation

During the fiscal year ended June 30, 2017, our Compensation Committee consisted of Matthew Nord, Christopher L. Edson and Robert Cagnazzi. Mr. Cagnazzi serves as our Chief Executive Officer. Other than Mr. Cagnazzi, none of the other members of our Compensation Committee serves or has served as one of our officers or employees. During the fiscal year ended June 30, 2017, none of our executive officers served as a member of the Board or Compensation Committee, or other committee serving an equivalent function, of any entity that has one or more executive officers who serve as members of our Board or our Compensation Committee.

Code of Ethics

We have a Code of Business Conduct and Ethics that applies to all employees, including our Chief Executive Officer and senior financial officers. These standards are designed to deter wrongdoing and to promote the highest ethical, moral and legal conduct of all employees. Our Code of Business Conduct and Ethics is posted on the investor relations section of our website at investors.presidio.com under “Corporate Governance” - “Code of Business Conduct and Ethics” and can be obtained, free of charge, at our Corporate Headquarters in our Human Resources Department. The reference to our website address in this proxy statement does not include or incorporate by reference the information on our website into this proxy statement. We intend to disclose future amendments to certain provisions of our Code of Business Conduct and Ethics, or waivers of these provisions with respect to our Chief Executive Officer, Chief Financial Officer, Controller or persons performing similar functions, on our website or in our public filings with the SEC.

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines that address the role and composition of, and policies applicable to, the Board. The Nominating and Corporate Governance Committee will periodically review the guidelines and report any recommendations to the Board. The Corporate Governance Guidelines are available on the Company’s website at investors.presidio.com under “Corporate Governance” - “Corporate Governance Guidelines.”

Board Role in Risk Oversight

Risk assessment and oversight are integral parts of our governance and management processes. Our Board encourages management to promote a culture that incorporates risk management into our corporate strategy and day-to-day business operations. Management discusses strategic and operational risks at regular management meetings and conducts specific strategic planning and review sessions during the year that include a focused discussion and analysis of the risks facing us. From time to time, senior management reviews these risks with our Board at regular board meetings as part of management presentations that focus on particular business functions, operations or strategies and presents the steps taken by management to address such risks. Our Board does not have a standing risk management committee, but rather administers this oversight function directly through our Board as a whole, as well as through various standing committees of our Board that address risks inherent in their respective areas of oversight.

Board Leadership Structure

The positions of Chairman of the Board and Chief Executive Officer are currently held by two separate individuals. Mr. Visentin has served as Chairman of the Board since February 2015. Mr. Cagnazzi serves as Chief Executive Officer. Following Mr. Visentin's decision not to stand for re-election at the Annual Meeting, Mr. Cagnazzi will be appointed Chairman of the Board on November 8, 2017.

Our Board appointed Mr. Cagnazzi to serve as Chairman of the Board as of November 8, 2017, based on the leadership qualities, management capability, knowledge of the business and industry, and a long-term, strategic perspective he has demonstrated as CEO over a period of over five years of running the Company.

Based on extensive review and consideration by our Nominating and Corporate Governance Committee and Board, our Board believes a Board leadership structure composed of an executive Chairman and CEO is in the best interests of the Company and its stockholders at this time. In line with its commitment to best practices, the Company will continue to review and assess Chairman succession planning, including the best leadership structure for the Board to account for the Company’s evolving needs and business environment circumstances.

Policy for Director Recommendations

Our Nominating and Corporate Governance Committee is responsible for identifying, evaluating and recommending candidates to the Board for election as a director of the Company. The Committee may use outside consultants to assist in identifying candidates, and will also consider advice and recommendations from stockholders, management, and others as it deems appropriate.

A stockholder that wants to recommend a candidate for election to the Board should send the recommendation in accordance with the procedures described in our bylaws. See “Stockholder Proposals and Director Nominations.” In its evaluation of director candidates, the Nominating and Corporate Governance Committee will consider the following:

- Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.

- Nominees should have demonstrated business acumen, experience, and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
- Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
- Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors and the general public, and to act in the interests of all stockholders.
- Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.
- Nominees will not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. The value of diversity on the Board should be considered.

The renomination of existing directors is not viewed as automatic, but will be based on continuing qualification under the criteria set forth above. In addition, the committee will consider the existing directors' performance on the Board and any committee, which may include consideration of the extent to which the directors undertook continuing director education. The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that will assist the Board in fulfilling its responsibilities.

The Nominating and Corporate Governance Committee will also consider: (i) any specific minimum qualifications that it believes must be met by a nominee for a position on the Board; (ii) any specific qualities or skills that it believes are necessary for one or more of the Board members to possess; and (iii) the desired qualifications, expertise and characteristics of Board members, with the goal of developing an experienced and highly qualified Board. In making its recommendations, the committee will consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member, as well as his or her other professional responsibilities.

**PROPOSAL 2 - ADVISORY VOTE TO APPROVE COMPENSATION OF OUR
NAMED EXECUTIVE OFFICERS**

In accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act and related rules of the SEC, we are asking our stockholders to approve, on an advisory basis, the compensation paid to our named executive officers as disclosed in the "Compensation Discussion and Analysis" section of this proxy statement and the compensation tables and narrative discussion that follow such section.

Although this vote is not binding on the Company, it will provide information to our Compensation Committee regarding investor views about our executive compensation philosophy, policies and practices, which the Compensation Committee will consider when determining executive compensation in the future.

In connection with this proposal, you are encouraged to carefully review the Compensation Discussion and Analysis section as well as the information contained in the executive compensation tables and accompanying narrative discussion in this proxy statement. The Compensation Committee believes our executive compensation program is reasonable and aligned with stockholder interests.

Our stockholders are being asked to approve, by non-binding, advisory vote, the following resolution relating to the compensation of our named executive officers as reported in this proxy statement:

"RESOLVED, that the stockholders approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables and the related narrative discussion contained in this Proxy Statement."

The Board recommends a vote FOR the approval, on an advisory basis, of the compensation of our named executive officers.

**PROPOSAL 3 - ADVISORY VOTE ON THE FREQUENCY OF FUTURE
ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION**

Pursuant to Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we are asking our stockholders to vote on whether future advisory votes to approve our executive compensation should occur every year, every two years or every three years. Accordingly, stockholders will be able to specify one of four choices for this Proposal 3 when voting: one year, two years, three years or abstain. Stockholders are not voting to approve or disapprove the Board's recommendation on this proposal. This advisory vote on the frequency of future advisory votes on executive compensation is non-binding on the Board, but the Board will consider the results of this vote when determining how often to conduct future advisory votes to approve our executive compensation.

After careful consideration, the Board has considered the matter and determined to recommend that stockholders vote for holding an advisory vote to approve our executive compensation every three years. The Board believes that a frequency of every three years is the most appropriate choice for conducting and responding to a "say-on-pay" vote for the Company. Stockholders who have concerns about executive compensation during the three-year period between votes are welcome to present their concerns to the attention of the Board. Please see "Communicating with our Board" above for information about communicating with the Board.

The Board recommends a vote, on an advisory basis, for "THREE YEARS" as the frequency to conduct future advisory votes to approve named executive officer compensation.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information, as of the September 20, 2017 record date, regarding the beneficial ownership of our common stock with respect to:

- each person that is a beneficial owner of more than 5% of our outstanding common stock;
- each director (including Joseph Trost and Giovanni Visentin, who do not intend to stand for re-election at the Annual Meeting) and nominee;
- each executive officer named in the summary compensation table; and
- all directors and executive officers as a group.

The amounts and percentages of common stock beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a “beneficial owner” of a security if that person has or shares voting power, which includes the power to vote or direct the voting of such security, or investment power, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Securities that can be so acquired are deemed to be outstanding for purposes of computing such person’s ownership percentage, but not for purposes of computing any other person’s percentage. Under these rules, more than one person may be deemed beneficial owner of the same securities and a person may be deemed to be a beneficial owner of securities as to which such person has no economic interest. Except as otherwise indicated in these footnotes, each of the beneficial owners has, to our knowledge, sole voting and investment power with respect to the indicated shares of common stock. In addition, except as otherwise indicated in these footnotes, the address of each of the directors and executive officers of the Company is c/o One Penn Plaza, Suite 2832, New York, New York 10119. The below beneficial ownership information include shares of common stock issuable upon the exercise of options within 60 days of September 20, 2017.

Name of Beneficial Owner	Number of Shares	Percent of Shares
<i>Beneficial owners of more than 5% of our outstanding common stock:</i>		
AP VIII Aegis Holdings, L.P. (1)	67,000,000	73.4%
<i>Directors, nominees and named executive officers:</i>		
Heather Berger	—	—
Elliot Brecher (2)	8,449	*
Robert Cagnazzi (3)	1,311,412	1.4%
Christopher L. Edson	—	—
Paul Fletcher (4)	308,592	*
David Hart (5)	290,799	*
Salim Hirji	—	—
Steven Lerner (6)	10,000	*
Matthew H. Nord	—	—
Pankaj Patel (7)	15,000	*
Michael A. Reiss	—	—
Todd H. Siegel (8)	10,000	*
Vinu Thomas (9)	10,500	*
Joseph Trost (10)	150,000	*
Giovanni Visentin (11)	400,000	*
All directors, nominees and executive officers as a group (15 persons)	2,514,752	2.7%

* Less than 1% of common stock outstanding.

(1) AP VIII Aegis Holdings, L.P. (“Aegis LP”) holds shares of our common stock as indicated in the above table. AP VIII Aegis Holdings GP, LLC (“Aegis GP”) is the general partner of Aegis LP, and Apollo Investment Fund VIII, L.P. (“Apollo VIII”), which is one of the

members of Aegis GP and as such has the right to direct the manager of Aegis GP in its management of Aegis GP. Apollo Management VIII, L.P. (“Management VIII”) serves as the non-member manager of Aegis GP and as the investment manager of Apollo VIII. AIF VIII Management LLC (“AIF VIII LLC”) serves as the general partner of Management VIII. Apollo Management, L.P. (“Apollo Management”) is the sole member and manager of AIF VIII LLC, and Apollo Management GP, LLC (“Apollo Management GP”) is the general partner of Apollo Management. Apollo Management Holdings, L.P. (“Management Holdings”) is the sole member and manager of Apollo Management GP and Apollo Management Holdings GP, LLC (“Management Holdings GP”) is the general partner of Management Holdings. Leon Black, Joshua Harris and Marc Rowan are the managers, as well as executive officers, of Management Holdings GP. The address of each of the entities and individuals named in this paragraph is 9 West 57th Street, New York, New York 10019.

- (2) Consists of 500 shares of common stock held by Mr. Brecher and options to purchase an aggregate of 7,949 shares of common stock (representing the portion of 109,746 options that have vested or will vest within 60 days of September 20, 2017).
- (3) Consists of 535,484 shares of common stock held by The Project Brizo Limited Partnership and options to purchase an aggregate of 775,928 shares of common stock (representing the portion of 1,423,528 options that have vested or will vest within 60 days of September 20, 2017). Robert Cagnazzi is the President of KBLAG LTD., which is the general partner of The Project Brizo Limited Partnership.
- (4) Represents the portion of 567,792 options that have vested or will vest within 60 days of September 20, 2017.
- (5) Consists of 225,999 shares of common stock held by Mr. Hart and options to purchase an aggregate of 64,800 shares of common stock (representing the portion of 454,000 options that have vested or will vest within 60 days of September 20, 2017).
- (6) Does not include options to purchase shares of common stock that will not vest within 60 days of September 20, 2017.
- (7) Consists of 10,000 shares of common stock held by Mr. Patel and options to purchase an aggregate of 5,000 shares of common stock (representing the portion of 15,000 options that have vested or will vest within 60 days of September 20, 2017).
- (8) Represents the portion of 15,000 options that have vested or will vest within 60 days of September 20, 2017.
- (9) Represents the portion of 214,644 options that have vested or will vest within 60 days of September 20, 2017.
- (10) Mr. Trost is party to an agreement with Aegis LP, the Apollo entity which holds the majority of our Common Stock, which provides Mr. Trost with a minority profits interest in the return to Aegis LP on its investment in our company, above the initial investment cost at the time Aegis LP acquired the Predecessor. These profits interests are subject to additional vesting requirements. These profits interests will become fully vested following the Annual Meeting. Mr. Trost does not intend to stand for re-election at the Annual Meeting.
- (11) Mr. Visentin is party to an agreement with Aegis LP, the Apollo entity which holds the majority of our Common Stock, which provides Mr. Visentin with a minority profits interest in the return to Aegis LP on its investment in our company, above the initial investment cost at the time Aegis LP acquired the Predecessor. These profits interests are subject to additional vesting requirements. These profits interests will become fully vested following the Annual Meeting. Mr. Visentin does not intend to stand for re-election at the Annual Meeting.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information as of June 30, 2017 about our common stock that may be issued upon the exercise of options, warrants and rights under all of our existing equity compensation plans. All of the indicated securities are authorized under the Presidio, Inc. 2017 Long-Term Incentive Plan, the Presidio, Inc. Amended and Restated 2015 Long-Term Incentive Plan or the Presidio, Inc. Employee Stock Purchase Plan.

Plan category	Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (1)
Equity compensation plans approved by security holders	10,254,627	\$ 6.43	6,858,389
Equity compensation plans not approved by security holders	—	—	—
Total	10,254,627	\$ 6.43	6,858,389

(1) Includes 1,500,000 shares available for issuance under the Presidio, Inc. Employee Stock Purchase Plan (which we refer to as our “ESPP”) as of June 30, 2017. On July 3, 2017, contributions held from employees were used to purchase 107,720 shares under the ESPP.

MANAGEMENT

The following table provides information regarding our executive officers:

Name	Age	Title
Robert Cagnazzi	58	Chief Executive Officer and Director
Paul Fletcher	58	Executive Vice President, Chief Financial Officer and Assistant Secretary
David Hart	49	Executive Vice President and Chief Operating Officer
Elliot Brecher	52	Senior Vice President, General Counsel and Secretary
Vinu Thomas	41	Chief Technology Officer

Robert Cagnazzi has served as our Chief Executive Officer since February 29, 2012. Biographical information concerning Mr. Cagnazzi is set forth above under “Election of Directors.”

Paul Fletcher has served as our Executive Vice President and Chief Financial Officer since August 2007. Mr. Fletcher served as the Senior Vice President and Chief Financial Officer of Trex Company Inc. from July 2003 to September 2007 and as its Principal Accounting Officer until September 2007. He also served at Trex Company as Vice President of Finance from October 2001 to December 2002. Prior to that, he has held various executive positions at AMX, LLC, Excel Telecommunications Inc. and Lomas Financial Corporation. Mr. Fletcher served as a director of Vul Corporation from September 2011 to July 2013.

David Hart has served as our Chief Operating Officer since June 2013 and, until 2015, also served as our Chief Technology Officer. He joined the Company in 2005 when the Company acquired Networked Information Systems (“NIS”), where he led sales engineering, professional and managed services delivery and project management services from NIS’s founding in 1999. Prior to NIS, Mr. Hart was Vice President of Engineering at Aztec Technology Partners and at its predecessor, Bay State Computer Group.

Elliot Brecher has served as our Senior Vice President and General Counsel since July 2015. Prior to joining us, from 2013 he was General Counsel of Amber Road, Inc., a New York Stock Exchange listed provider of cloud-based global trade management solutions delivered using a SaaS model. He served as Senior Vice President and General Counsel of Insight Communications Company, Inc., a Midwest-based cable operator, from 2000 until its sale to Time Warner Cable, Inc. in 2012. From 1994 until joining Insight, he was associated with the law firm Cooperman Levitt Winikoff Lester & Newman, P.C., where he became a partner in 1996. Prior to that, he was associated with the law firm Rosenman & Colin LLP.

Vinu Thomas has served as our Chief Technology Officer since February 2016 and is responsible for guiding Presidio’s technology strategy, solution and service offerings, vendor and product management and industry thought leadership. He has built Presidio’s technology teams around networking, mobility, data center and collaboration, while also working on strategic initiatives and investments that include cloud, cyber security, data analytics and virtual desktop infrastructure (VDU). He was previously Vice President of Solutions for our Tristate Area and has a total of 20 years of experience in systems integration, practice building and engineering.

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis provides information regarding the objectives and elements of our compensation philosophy, policies, and practices with respect to the compensation of our principal executive officer, our principal financial officer, and our three other most highly compensated executive officers (collectively, our “named executive officers”), for our fiscal year ended June 30, 2017 (“fiscal 2017”).

Our named executive officers for fiscal 2017 were:

- Robert Cagnazzi, our Chief Executive Officer;
- Paul Fletcher, our Executive Vice President and Chief Financial Officer;
- David Hart, our Executive Vice President and Chief Operating Officer;
- Elliot Brecher, our Senior Vice President and General Counsel; and
- Vinu Thomas, our Chief Technology Officer.

Compensation Philosophy and Objectives

Commencing with the completion of our IPO in March 2017, the Compensation Committee of our Board reviews and approves the compensation of our named executive officers and oversees and administers our executive compensation programs and initiatives. As we gain experience as a public company, we expect that the specific direction, emphasis, and components of our executive compensation program will continue to evolve.

Accordingly, the compensation paid to our named executive officers during fiscal 2017 is not necessarily indicative of how we will compensate our named executive officers now that we are a public company.

We have worked to create an executive compensation program that balances short- and long-term payments and awards, cash payments and equity awards, and fixed and contingent payments, and that rewards our named executive officers in ways that we believe are most appropriate to motivate them. Our executive compensation program is designed to:

- attract and retain talented and experienced executives in our industry;
- attract and retain experience executives in our industry, whose knowledge, skills, and performance are critical to our success;
- ensure fairness among the executive management team by recognizing the contributions each executive makes to our success;
- foster a shared commitment among executives by aligning their individual goals with the goals of the executive management team and the Company; and
- compensate our executives in a manner that incentivizes them to manage our business to meet our long-range objectives.

To achieve these objectives, at the time of our IPO, we implemented certain new compensation plans and maintained certain pre-existing compensation plans to tie a substantial portion of the executives’ overall compensation to key strategic financial and operational goals. We seek to ensure that all incentives are aligned with our stated compensation philosophy of providing compensation commensurate with performance.

Setting Compensation

Role of Our Board, Compensation Committee and Named Executive Officers

Prior to our IPO, we were a privately held company. As a result, most, if not all, of our prior compensation policies and determinations, including those made for fiscal 2017, have been the product of negotiations between the named executive officers and our Board.

Commencing with the completion of our IPO, the Compensation Committee oversees and administers our executive compensation arrangements, including the Presidio, Inc. Amended and Restated 2015 Long-Term Incentive Plan (which we refer to as our “2015 Plan”), the Presidio, Inc. 2017 Long-Term Incentive Plan (which we refer to as our “2017 Plan”), the ESPP, and our Presidio, Inc. Executive Bonus Plan (which we refer to as our “Bonus Plan”).

The Compensation Committee (excluding Mr. Cagnazzi) meets outside the presence of all of our executives, to consider appropriate compensation for our Chief Executive Officer. For all other named executive officers, the Compensation Committee meets outside the presence of all executive officers, except our Chief Executive Officer. Our Chief Executive Officer will review annually each other named executive officer’s performance with the Compensation Committee and recommend appropriate base salary, cash performance awards and grants of long-term equity incentive awards. Based upon the recommendations of our Chief Executive Officer and in consideration of the principles and objectives described above, the Compensation Committee will approve the annual compensation packages of our named executive officers other than our Chief Executive Officer. The Compensation Committee will annually analyze our Chief Executive Officer’s performance and determine his base salary, cash performance awards, and grants of long-term equity incentive awards based on its assessment of his performance with input from any consultants engaged by the Compensation Committee.

Role of Compensation Consultant and Market Analysis

We did not engage a compensation consultant in determining pay actions in advance of fiscal 2017. However, in preparation for the IPO, the Compensation Committee retained Semler Brossy Consulting Group, LLC (“Semler Brossy”) as its independent compensation consultant. During fiscal year 2017, Semler Brossy provided compensation advice independent of the Company’s management. Semler Brossy was engaged to assist in developing an executive compensation program that will attract and retain executive talent as the Company transitions from privately to publicly held, with a particular focus on employment agreements and long-term incentive compensation. Semler Brossy’s assistance included a review of the Company’s executive compensation philosophy, developing market compensation data for our employment agreements with executive officers, and advising the Board on equity grant allocations, annual and long-term incentive program design, and grant terms.

Semler Brossy provided our Compensation Committee with certain market data for base salaries, total cash compensation (defined as actual base salary *plus* target short-term incentive compensation), total direct compensation (defined as target total cash compensation *plus* annualized value of long-term incentive grants), severance practices, and equity grants in connection with initial public offerings. Semler Brossy also conducted market analyses based on both general survey data, an industry peer group, a general IPO peer group, and an information technology IPO peer group.

For the industry peer group, Semler Brossy utilized data for companies with last-12 month revenues between \$1 billion and \$10 billion (this range represents companies roughly 1/3x to 3x the Company’s size, in terms of revenue) and focused on technology distributors with consulting attributes. The industry peer group analysis was based on a peer group of 11 publicly traded companies consisting of:

CDW Corporation	Unisys Corporation
CGI Group, Inc.	PC Connection, Inc.
Computer Sciences Corporation*	E Plus Inc.
Insight Enterprises, Inc.	Black Box Corporation
CRSA Inc.	Datalink Corporation*
CIBER, Inc.	

*After the completion of the peer group study, Computer Sciences Corporation completed a merger with HP Enterprises Solution to create DXC Technology on April 3, 2017, and Datalink Corporation was acquired by Insight Enterprises on January 6, 2017.

In view of the market data provided by Semler Brossy, the Compensation Committee took a number of steps to implement market compensation practices and reflect the transition from a private to a publicly held company. These steps included adjustments to base salaries reflected in the Summary Compensation Table for fiscal 2017 for certain named executive officers, the adoption of the Bonus Plan, the adoption of the ESPP, and the adoption of the 2017 Plan and option grants thereunder in connection with the IPO as described below.

For fiscal 2018 and beyond, our Compensation Committee intends to continue to use peer group analysis to assess competitive pay. Because our industry peer group was developed with Semler Brossy to provide market data for compensation plans and arrangements adopted in connection with our IPO, it may be re-evaluated by Semler Brossy and the Compensation Committee in fiscal 2018.

Risk Management

We have determined that any risks arising from our compensation programs and policies are not reasonably likely to have a material adverse effect on the Company. The Company’s compensation programs and policies for all employees mitigate risk by combining performance-based, long-term compensation elements with payouts that are highly correlated to the value delivered to stockholders. The combination of performance measures for annual bonuses and the equity compensation programs, as well as the multi-year vesting schedules for equity awards and certain cash bonuses, encourages employees to maintain both a short- and a long-term view with respect to Company performance.

Elements of Compensation

Our current executive compensation program consists of the following components:

- base salary;
- annual cash incentive awards linked to our overall performance;
- long-term equity-based compensation;
- other executive benefits and perquisites; and
- employment agreements, which contain severance benefits.

We combine these elements to formulate compensation packages that provide competitive pay, reward the achievement of financial, operational, and strategic objectives and align the interests of our executive officers and other senior personnel with those of our stockholders.

In fiscal 2017, we also provided certain of our named executive officers with discretionary bonuses and option grants related to the successful completion of the IPO.

Base Salary

Our named executive officers' base salaries depend on their position within the Company and its subsidiaries, the scope of their responsibilities, the period during which they have been performing those responsibilities, and their overall performance. Base salaries are reviewed annually and are generally adjusted from time to time to realign salaries with market levels after taking into account individual responsibilities, performance, and experience. In fiscal 2017, we did not increase the base salaries of Messrs. Cagnazzi, Fletcher, Hart or Brecher. Effective January 2, 2017, Mr. Thomas' salary was increased from \$300,000 to \$400,000 to bring his compensation in line with market levels in advance of the IPO.

Annual Cash Incentive Awards

Our named executive officers are hired to lead and grow our organization and as such we believe that a significant portion of our named executive officers' compensation should be tied to our overall performance. We maintain an annual incentive cash bonus program for senior management (the "management incentive plan"), which emphasizes pay-for-performance by providing our named executive officers with the opportunity to earn an annual bonus based on company and individual performance goals established by our Board with respect to each fiscal year.

For fiscal 2017, our Board established company performance goals relating to Adjusted Revenue, Adjusted EBITDA, and Adjusted EBITDA margin, as measured on an annual and quarterly basis. The Company selected these performance goals because it feels that these performance metrics reflect our performance with respect to our revenue activity associated with our ongoing operations, and our operating performance. In addition, for Messrs. Fletcher, Hart, and Brecher, the Board also established individual performance goals.

We define Adjusted Revenue as Total revenue adjusted to exclude (i) revenue generated by disposed businesses and (ii) noncash purchase accounting adjustments to revenue as a result of our acquisitions. The following table presents a reconciliation of Adjusted Revenue from Total revenue:

(in millions)	Fiscal Year Ended June 30, 2017
Total revenue	\$ 2,817.6
Adjustments:	
Revenue from disposed business ^(a)	—
Purchase accounting adjustments ^(b)	0.6
Total adjustments	0.6
Adjusted Revenue	\$ 2,818.2

(a) "Revenue from disposed business" represents the removal of the historical revenue of Atlantix prior to the sale of the business.

- (b) “Purchase accounting adjustments” include the noncash reduction to revenue associated with deferred revenue step down fair value adjustments in connection with purchase accounting.

We define Adjusted EBITDA as net income *plus* (i) total depreciation and amortization, (ii) interest and other (income) expense, and (iii) income tax expense, as further adjusted to eliminate noncash share-based compensation expense, purchase accounting adjustments, transaction costs, other costs and earnings from disposed business. We define Adjusted EBITDA margin as the ratio of Adjusted EBITDA to Adjusted Revenue. The reconciliation of Adjusted EBITDA from net income for fiscal year 2017 is as follows:

(in millions)	Fiscal Year Ended June 30, 2017
Adjusted EBITDA Reconciliation:	
Net income	\$ 4.4
Total depreciation and amortization (1)	87.2
Interest and other (income) expense	101.1
Income tax expense	2.6
EBITDA	195.3
Adjustments:	
Share-based compensation expense	10.2
Purchase accounting adjustments (2)	1.0
Transaction costs (3)	14.8
Other costs (4)	4.8
Earnings from disposed business (5)	—
Total adjustments	30.8
Adjusted EBITDA	\$ 226.1
<i>Adjusted EBITDA % (6)</i>	<i>8.0%</i>

(1) Includes depreciation and amortization included within total operating expenses and cost of revenue.

(2) Includes noncash adjustments associated with purchase accounting (including inventory step up, deferred revenue step down and revaluation of deferred rent).

(3) Includes transaction-related expenses related to (i) stay and retention bonuses, (ii) transaction-related advisory and diligence fees, (iii) transaction-related legal, accounting and tax fees and (iv) professional fees and expenses associated with debt refinancings and (v) transaction-related severance charges.

(4) Includes other expenses such as (i) certain non-recurring costs incurred in the development of our new cloud service offerings, (ii) certain unusual legal expenses, (iii) integration of previously acquired managed services platforms into one system. and (iv) severance charges.

(5) Removes the historical earnings contribution of Atlantix prior to the sale of the business in October 2015.

(6) Adjusted EBITDA % represents the ratio of Adjusted EBITDA to Adjusted Revenue (i.e., Adjusted EBITDA margin).

For each of our named executive officers, the target and maximum bonus opportunity under our management incentive plan, as well as the portion of their annual bonus attributable to company and individual performance goals, is set forth below. All of our Chief Executive Officer's annual cash incentive compensation, and a portion of each other named executive officer's annual cash incentive compensation, was tied to Company performance, in furtherance of our pay-for-performance philosophy and with the intent of driving operating performance. For each of our named executive officers other than our Chief Executive Officer, a portion of their annual cash incentive compensation was based on the achievement of individual performance targets, which are described in more detail below. The individual performance targets were set with the intent of driving business unit performance and facilitating our transition from a private company to a public company.

Name	Target Bonus (\$)	Maximum Bonus (\$)	Company Performance (%)	Individual Performance (%)
Robert Cagnazzi	600,000	1,584,000	100%	—%
Paul Fletcher	450,000	930,000	65%	35%
David Hart	480,000	874,000	50%	50%
Elliot Brecher	119,000	168,000	25%	75%
Vinu Thomas	200,000	250,000	25%	75%

For fiscal 2017, the company performance component for Messrs. Cagnazzi, Fletcher, Hart and Brecher consisted of the following metrics: Adjusted Revenue, which was weighted at 40%; Adjusted EBITDA, which was weighted at 48%; and Adjusted EBITDA margin, which was weighted at 12%. Based on our results for fiscal 2017, the Board determined that the company performance component was not achieved. For fiscal 2017, the company performance component for Mr. Thomas was based solely on Adjusted EBITDA and it was determined that the company performance component was not achieved.

For fiscal 2017, the Board considered the following factors in evaluating the individual performance component for each named executive officer:

- For Mr. Fletcher, maintaining compliance on debt covenants and debt reduction targets, which was weighted at 25%; completion of our initial public offering, which was weighted at 25%; maintaining total selling, general and administrative expenses below target, which was weighted 25%; and maintaining certain general and administrative expenses below target, which was weighted 25%.
- For Mr. Hart, achieving the cybersecurity gross margin target, which was weighted at 20%; achieving Presidio Technology Capital's Adjusted EBITDA target (a business unit goal), which was weighted at 10%; achieving the Sequoia cloud solutions budget, which was weighted at 22.5%; achieving targeted renewal and attach rates on certain third party maintenance sales, which was weighted at 17.5%; achieving the Internet of Things ("IoT") target, which was weighted at 17.5%; and achieving the contact center budget, which was weighted at 12.5%;
- For Mr. Brecher, completion of our initial public offering, which was weighted at 25%; standardizing our contracting process, which was weighted at 25%; development of an authority matrix, which was weighted 25%; and assisting with mergers and acquisitions activity, which was weighted 25%.
- For Mr. Thomas, supporting the initial public offering documentation and execution, which was weighted at 33.4%; delivering company-wide positions on cloud, security, infrastructure and IoT, which was weighted at 33.4%; executing agenda and planning for Presidio Exchange, which was weighted 20%; briefing industry analysts on major initiatives, which was weighted at 6.6%; and executing a customer CIO engagement event, which was weighted 6.6%.

Following the completion of fiscal 2017, although each named executive officer achieved all or a portion of their individual performance goals, because Company performance goals were not achieved, Messrs. Fletcher, Hart, and Brecher agreed to forego the portion of their fiscal 2017 bonuses that would have been earned based on individual performance. For Mr. Thomas, the Committee determined that his individual performance goals were achieved at target, but because Company performance goals were not achieved, Mr. Thomas subsequently agreed to waive 50% of his bonus that would have been earned based on the achievement of such individual performance goals.

Based on the applicable levels of achievement described above, payments to our named executive officers under the management incentive plan for fiscal 2017 were as follows:

Name	Target Bonus (Company Goals) (\$)	Actual Bonus (Company Goals) (\$)	Target Bonus (Individual Goals) (\$)	Actual Bonus (Individual Goals) (\$)	Total Actual Bonus (\$)
Robert Cagnazzi	600,000	—	—	—	—
Paul Fletcher	292,500	—	157,500	—	—
David Hart	240,000	—	240,000	—	—
Elliot Brecher	29,750	—	89,250	—	—
Vinu Thomas	50,000	—	150,000	75,000	75,000

In connection with the consummation of the IPO, we adopted the Bonus Plan. The Compensation Committee plans to grant annual incentive compensation under the Bonus Plan in fiscal year 2018. The Bonus Plan is intended to provide an incentive for superior work and to motivate eligible executives of the Company toward even greater achievement and business results, to tie their goals and interests to those of ours and our stockholders, and to enable us to attract and retain highly qualified executives. Under the Bonus Plan, we may pay bonuses (including discretionary bonuses) to key executives, including our named executive officers, based upon such terms and conditions as our Board or Compensation Committee may in its discretion determine.

Long-Term Equity-Based Compensation

Our Board believes that equity-based compensation is an important component of our executive compensation program and that providing a significant portion of our executive officers' total compensation package in equity-based compensation aligns the incentives of our executives with the interests of our stockholders and with our long-term corporate success. Additionally, our Board believes that equity-based compensation awards enable us to attract, motivate, retain, and adequately compensate executive talent.

To that end, we have awarded equity-based compensation in the form of stock options. Our Board believes equity awards provide executives with a significant long-term interest in our success by rewarding the creation of stockholder value over time. In addition, stock options align our executives' interests with those of our stockholders, as the intrinsic value of the options will depend upon the increase in the value of our stock following a grant.

Prior to the completion of our IPO, we did not grant equity compensation on an annual basis. Instead, we generally granted equity compensation for retention and recognition purposes in connection with major corporate events. In addition, we also granted equity compensation to new hires and in connection with promotions.

Following the completion of our IPO, we have not yet established a formal program or practice regarding the amount or timing of equity award grants to our employees. We expect to begin making annual grants of equity compensation in the fall of 2018.

2015 Plan

In connection with the closing of the acquisition of Presidio by Aegis LP, we adopted the 2015 Plan, which permitted us to grant stock options, rights to purchase shares, restricted stock, restricted stock units, and other stock-based rights to employees and directors of, or consultants to, us or any of our subsidiaries. The 2015 Plan is administered by our Board or by the Compensation Committee. Upon completion of the IPO, we amended and restated the 2015 Plan to provide that, among other things, no additional awards will be granted under the 2015 Plan.

Generally, one-half of the options granted under our 2015 Plan are subject to time-based vesting criteria and one-half of the options are subject to specified performance-based vesting criteria. Specifically, the time-based options will vest in five equal installments on each of the first five anniversaries of the grant date, subject to the executive's continued service. The time-based options will also fully vest on a change in control transaction. The performance-based options are divided into two equal tranches that vest based upon the achievement of certain targets related to multiples of invested capital received by funds managed by Apollo with respect to its investment in the Company, subject to the executive's continued service. Upon a change in control, any performance-based options that have not vested prior to, and do not vest upon, such change in control, will be converted into time-based options that vest in equal annual installments on each anniversary of the change in control during the remainder of the option term, subject to the executive's continued service.

The maximum term of these options is 10 years following the date of grant. Subject to certain exceptions set forth in the applicable award agreement, unvested options will automatically expire upon the date of a grantee's termination of employment. Vested options will generally expire one year following the termination of a grantee's employment due to death or disability and 90 days following the termination of a grantee's employment for any other reason (other than for cause). All options (vested and unvested) will be forfeited upon a termination of the grantee's employment for cause.

The combination of time-based and performance-based vesting of the options is designed to compensate executives for long-term commitment to us, while motivating sustained increases in our financial performance and helping ensure the stockholders have received an appropriate return on their invested capital.

Shares of Company common stock acquired under the 2015 Plan are subject to registration and repurchase rights set forth in a stockholders agreement. In connection with the IPO, we entered into an Amended Management Stockholders Agreement to remove certain restrictions on repurchase rights and certain restrictions on transfer rights that automatically terminated upon a qualified initial public offering.

2017 Plan

Prior to the completion of the IPO, we adopted the 2017 Plan, which is a long-term incentive plan that is a more suitable plan for a public company. The purposes of the 2017 Plan are to further the growth and success of the Company and to reward and incentivize the outstanding performance of our key employees, directors, consultants, and other service providers by aligning their interests with those of stockholders through equity-based compensation and enhanced opportunities for ownership of shares of our common stock. The awards that have been granted under the 2017 Plan as of June 30, 2017 are described below under IPO Option Grants.

IPO Option Grants

In connection with the completion of our IPO, we granted 1,798,060 options under the 2017 Plan to certain employees, including certain named executive officers, each with an exercise price equal to our initial public offering price of \$14.00. The Compensation Committee considered Semler Brossy's market compensation analysis in determining the amounts of the IPO option grants made to our named executive officers. In addition, the IPO option grants were made to such named executive officers as part of our transition to an annual equity compensation grant process, and were granted in amounts sufficient to incentivize performance through our first annual grant of equity compensation. The number of IPO options granted to our named executive officers is as follows: Mr. Cagnazzi - 327,600; Mr. Hart - 130,000; Mr. Brecher - 70,000; and Mr. Thomas - 90,000. The options vest in four equal installments on each of the first four anniversaries of the grant date, subject to the named executive officer's continued service through such vesting date. The maximum term of these options is 10 years following the date of grant. The options vest, in whole or in part, upon a termination without cause, resignation with good reason, or upon the executive officer's death, disability or retirement, in each case, as described under "— Termination and Change of Control Arrangements."

Other Option Grants

In November 2016, we granted Mr. Thomas 54,644 options under the 2015 Plan with an exercise price of \$10.98 that that vest (a) as to 50% of the options, in five equal installments on each of the first five anniversaries of the grant date, and (b) as to 50% of the options, based on the achievement of certain targets related to multiple of invested capital.

Employment Agreements

As described below under "— Employment Agreements with Named Executive Officers," during fiscal 2017, in connection with the completion of the IPO, we entered into employment agreements with certain named executive officers that superseded their employment agreements and offer letters that were previously in effect. Our employment agreements are designed to encourage and reinforce the continued attention and dedication of our named executive officers to their assigned duties without undue concern regarding their job security.

Limited Benefits and Perquisites

We provide the following benefits to our executive officers on the same basis as other eligible employees:

- health, dental, vision, life, and disability insurance;

- a qualified 401(k) savings plan (which includes a fixed matching contribution equal to 25% of the employee's elective deferrals on up to 6% of compensation, and which permits the Company to make an additional discretionary matching contribution, in each case, subject to limitations under the Internal Revenue Code of 1986, as amended (the "Code")); and
- vacation, personal holidays, and sick days.

We believe these benefits are generally consistent with those offered by other companies and specifically with those companies with which we compete for employees.

Transaction-Related Bonuses

In connection with the completion of the IPO, during fiscal 2017, we paid certain named executive officers discretionary transaction bonuses to reward their extraordinary efforts related to the IPO. The value of the transaction bonuses granted to each of our named executive officers other than Mr. Cagnazzi was: Mr. Fletcher - \$350,000; Mr. Hart - \$75,000; Mr. Brecher - \$150,000; and Mr. Thomas - \$75,000.

Stay Bonuses

In connection with the acquisition of Presidio by Aegis LP, in March 2015, we granted certain named executive officers retention bonuses (referred to as "stay bonuses") to promote retention and facilitate a smooth transition. Messrs. Fletcher's and Hart's stay bonuses vested in full and were paid upon completion of the IPO.

Employee Stock Purchase Plan

In connection with the consummation of the IPO, we adopted the ESPP. The ESPP permits employees to purchase our common stock through payroll deductions during quarterly offerings periods, or during such other offering periods as the Compensation Committee may determine.

Tax Gross Ups

Named executive officers are not entitled to any "golden parachute" excise tax gross-up payments under any plan or agreement with the Company.

Hedging Policy

Pursuant to our insider trading policy, our executive officers who are required to comply with Section 16 of the Securities Exchange Act are prohibited from engaging in hedging transactions.

No Repricing

Our 2017 Plan prohibits repricing underwater stock options.

Section 162(m) of the Internal Revenue Code

Section 162(m) of the Internal Revenue Code limits the tax deduction of public companies for compensation in excess of \$1.0 million paid to their chief executive officer and the three most highly compensated executive officers (other than the chief financial officer) at the end of any fiscal year, unless the compensation qualifies as "performance-based compensation" subject to certain criteria. Our compensation committee's policy with respect to Section 162(m) is to make a reasonable effort to cause compensation to be deductible by us while simultaneously providing our executive officers with appropriate rewards for their performance. However, our compensation committee may approve compensation or changes to plans, programs or awards that may cause the compensation or awards to exceed the limitation under Section 162(m) if it determines that such action is appropriate and in our best interests. Compensation paid or granted during the "transition period" to our executive officers under a plan or agreement existing prior to the Company's IPO is not subject to the limitations on deductions imposed by Section 162(m) because it qualifies under the transition relief of Section 162 for newly public companies. The "transition period" begins on the date the corporation becomes publicly held and ends on the earliest of (i) the expiration of the plan or agreement; (ii) a material modification of the plan or agreement; (iii) the issuance of all employer stock and other compensation that has been allocated under the plan; or (iv) the first meeting of shareholders at which directors are to be elected that occurs after the close of the third calendar year following the calendar year in which the initial public offering occurs.

COMPENSATION COMMITTEE REPORT

The Compensation Committee reviewed and discussed the foregoing Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with our management. Based on this review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

Compensation Committee of the Board

Matthew H. Nord (Chairman)
Robert Cagnazzi
Christopher L. Edson

Summary Compensation Table

The following summary compensation table sets forth the total compensation paid, awarded to, or earned during fiscal 2016 and 2017 by our named executive officers.

Name and Principal Position	Year	Salary (\$)	Bonus (\$) (1)	Stock Awards (\$)	Option Awards (\$) (2)	Non-Equity Incentive Plan Compensation (\$) (3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$) (4)	Total (\$)
Robert Cagnazzi, Chief Executive Officer	2017	600,000	-	-	1,657,099	-	-	-	2,257,099
	2016	600,000	584,471	-	-	275,296	-	-	1,459,767
Paul Fletcher, Executive Vice President and Chief Financial Officer	2017	600,000	620,000	-	-	-	-	8,430	1,228,430
	2016	600,000	561,077	-	-	252,813	-	7,875	1,421,765
David Hart, Executive Vice President and Chief Operating Officer	2017	600,000	345,000	-	657,579	-	-	8,223	1,610,802
	2016	600,000	268,267	-	-	162,574	-	7,762	1,038,602
Elliot Brecher, Senior Vice President and General Counsel (5)	2017	325,000	150,000	-	354,081	-	-	6,038	835,119
	2016	293,750	145,634	-	-	86,947	-	5,850	611,924
Vinu Thomas, Chief Technology Officer (6)	2017	350,000	75,000	-	656,583	75,000	-	11,315	1,167,898
	2016	244,618	74,595	-	-	-	-	7,291	441,416

- (1) For 2017, the amounts in this column consist of (a) payments in respect of stay bonuses granted in March 2015 in connection with the Presidio Acquisition (Mr. Fletcher - \$270,000; and Mr. Hart - \$270,000) and (b) a discretionary bonus paid in connection with the completion of the Company's initial public offering (Mr. Fletcher - \$350,000; Mr. Hart - \$75,000; Mr. Brecher - \$150,000; and Mr. Thomas - \$75,000). For 2016, the amounts consist of (a) a discretionary bonus paid in connection with the completion of the Netch Acquisition, the Sequoia acquisition and the disposition of the Atlantix business during fiscal 2016 (Mr. Cagnazzi—\$280,000; Mr. Fletcher—\$280,000; Mr. Hart—\$140,000; and Mr. Brecher—\$140,000); (b) certain transaction-related amounts payable with respect to the completion of the Presidio Acquisition (Mr. Cagnazzi—\$181,136; Mr. Fletcher—\$207,843; Mr. Hart— \$84,933; and Mr. Thomas—\$4,595); and (c) a discretionary bonus paid with respect to fiscal 2016 performance (Mr. Cagnazzi—\$123,335; Mr. Fletcher—\$73,234; Mr. Hart—\$43,334; Mr. Brecher— \$5,634; and Mr. Thomas—\$70,000).
- (2) Represents the aggregate grant date fair values of options granted during fiscal 2017, computed in accordance with FASB ASC Topic 718. For a discussion of valuation assumptions used in calculating the amounts for fiscal 2017, see Note 15 to the historical consolidated financial statements incorporated by reference in this Proxy Statement.
- (3) Amounts for 2016 represent the total bonus payments received by each of our named executive officers under their respective fiscal 2016 incentive plans. For fiscal 2017, the Company did not achieve the company performance component established by our Board of Directors. Further, although the Board determined that Messrs. Fletcher, Hart, Brecher and Thomas satisfied certain of their individual performance goals under their fiscal 2017 incentive plans, Messrs. Fletcher, Hart and Brecher agreed to waive the portion of their bonuses attributable to individual performance and Mr. Thomas agreed to waive 50% of the portion of his bonus attributable to individual performance. See “—Annual Cash Incentive Awards” above.
- (4) The amount included in the column consists of matching contributions made under the Company’s 401(k) plan.
- (5) Mr. Brecher commenced employment with the Company on July 27, 2015.
- (6) Mr. Thomas commenced service as an executive officer on February 1, 2016.

Grants of Plan-Based Awards During Fiscal 2017

The table below provides information regarding equity and non-equity awards granted to the Company's named executives during fiscal 2017.

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			All Other Option Awards: Number of Securities Underlying Options (#)	Exercise Price or Base Price of Option Awards (\$/Sh) (3)	Grant Date Fair Value of Stock and Option Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)			
Robert Cagnazzi		—	600,000	1,584,000	—	—	—
	3/10/2017	—	—	—	327,600 (2)	14.00 (2)	5.06
Paul Fletcher		—	450,000	930,000	—	—	—
David Hart		—	480,000	874,000	—	—	—
	3/10/2017	—	—	—	130,000 (2)	14.00 (2)	5.06
Elliot Brecher		—	119,000	168,000	—	—	—
	3/10/2017	—	—	—	70,000 (2)	14.00 (2)	5.06
Vinu Thomas		—	200,000	250,000	—	—	—
	3/10/2017	—	—	—	90,000 (2)	14.00 (2)	5.06
	11/21/2016	—	—	—	54,664 (3)	10.98	3.68

- (1) Amounts represent the minimum, target, and maximum payment level under the incentive plan applicable to the particular named executive officer. If target level is not attained, no bonus is paid under the applicable incentive plan.
- (2) Represents stock options that vest in four equal installments on each of the first four anniversaries of the grant date. See “—Long-Term Equity-Based Compensation.” These options were granted based on the Company's IPO price of \$14.00 per share.
- (3) Represents (a) 54,664 stock options that vest (a) as to 50% of the options, in five equal installments on each of the first five anniversaries of the grant date, and (b) as to 50% of the options, based on the achievement of certain targets related to multiple of invested capital. See “—Long-Term Equity-Based Compensation.”

Employment Agreements with Named Executive Officers

As noted in “— Elements of Compensation - Employment Agreements,” prior to the completion of the IPO, we entered into the 2017 employment agreements, which superseded certain employment agreements and offer letters that were previously in effect. The 2017 employment agreements each remain in effect for a three-year term, subject to automatic one-year renewals unless either party provides 90 days' written notice of non-renewal. Mr. Fletcher did not enter into a new employment agreement in connection with the IPO and his current employment agreement renews for successive 18-month periods on each monthly anniversary of September 30, unless the agreement is earlier terminated by either party.

Pursuant to their respective employment agreements, the named executive officers are entitled to a base salary, are eligible for participation in the Company's benefit plans and compensation arrangements made available to employees generally and are also eligible to receive a target annual bonus. For more information on the benefits provided under these agreements, please see “—Summary Compensation Table.” The employment agreements also provide for payments and benefits upon certain qualifying terminations of employment, as described in more detail under “—Termination and Change of Control Arrangements” and “— Potential Payments upon Termination or Change in Control in Fiscal 2017.”

Outstanding Equity Awards at Fiscal 2017 Year-End

The following table provides information regarding outstanding equity awards held by each of our named executive officers on June 30, 2017.

Name	Option Awards			
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date
Robert Cagnazzi	—	327,600 (1)	14.00	3/10/2027
	80,000	320,000 (2)	5.00	3/11/2025
	695,928	—	1.43	3/15/2022
Paul Fletcher	64,800	259,200 (3)	5.00	3/11/2025
	122,440	—	0.76	10/10/2021
	4,706	—	0.76	7/15/2021
	116,646	—	0.76	3/31/2021
David Hart	—	130,000 (4)	14.00	3/10/2027
	64,800	259,200 (3)	5.00	3/11/2025
Elliot Brecher	—	70,000 (5)	14.00	3/10/2027
	3,975	35,771 (6)	6.29	10/1/2025
Vinu Thomas	—	90,000 (7)	14.00	3/10/2027
	—	54,644 (8)	10.98	11/21/2026
	3,500	31,500 (9)	8.75	2/26/2026
	7,000	28,000 (10)	5.00	3/11/2025

- (1) Unvested options vest as follows: (i) with respect to 81,900 options on March 10 of each of 2018, 2019, 2020, and 2021 subject to continued employment.
- (2) Unvested options vest as follows: (i) with respect to 40,000 options on March 11 of each of 2018, 2019, and 2020, subject to continued employment; and (ii) as to 200,000 options upon achievement of certain targets related to multiple of invested capital, subject to continued employment.
- (3) Unvested options vest as follows: (i) with respect to 32,400 options on March 11 of each of 2018, 2019, and 2020, subject to continued employment; and (ii) as to 162,000 options upon achievement of certain targets related to multiple of invested capital, subject to continued employment.
- (4) Unvested options vest as follows: (i) with respect to 32,500 options on March 10 of each of 2018, 2019, 2020, and 2021 subject to continued employment.
- (5) Unvested options vest as follows: (i) with respect to 17,500 options on March 10 of each of 2018, 2019, 2020, and 2021 subject to continued employment.
- (6) Unvested options vest as follows: (i) with respect to 3,974 options on October 1 of each of 2017 and 2018, subject to continued employment; (ii) with respect to 3,976 options on October 1 of each of 2019 and 2020, subject to continued employment; and (iii) as to 19,872 options upon achievement of certain targets related to multiple of invested capital, subject to continued employment.
- (7) Unvested options vest as follows: (i) with respect to 22,500 options on March 10 of each of 2018, 2019, 2020, and 2021 subject to continued employment.
- (8) Unvested options vest as follows: (i) with respect to 5,464 options on November 21 of each of 2017, 2018, and 2019 subject to continued employment; (ii) with respect to 5,465 options on November 21 of each of 2020 and 2021, subject to continued employment; and (iii) as to 27,322 options upon achievement of certain targets related to multiple of invested capital, subject to continued employment.
- (9) Unvested options vest as follows: (i) with respect to 3,500 options on February 26 of each of 2018, 2019, 2020, and 2021, subject to continued employment; and (ii) as to 17,500 options upon achievement of certain targets related to multiple of invested capital, subject to continued employment.

- (10) Unvested options vest as follows: (i) with respect to 3,500 options on March 11 of each of 2018, 2019, and 2020, subject to continued employment; and (ii) as to 17,500 options upon achievement of certain targets related to multiple of invested capital, subject to continued employment.

Options Exercised and Stock Vested During Fiscal 2017

None of our named executive officers exercised options or held stock awards that vested during fiscal 2017.

Pension Benefits During Fiscal 2017

None of our named executive officers participate in defined benefit pension plans.

Nonqualified Deferred Compensation During Fiscal 2017

None of our named executive officers participate in nonqualified deferred compensation plans.

Termination and Change in Control Arrangements

Each of our named executive officers is eligible to receive payments and benefits upon certain qualifying terminations of employment and/or upon a change in control of the Company, as described below.

Option Awards

As described under “— Elements of Compensation — Long-Term Equity-Based Compensation — 2015 Plan,” under our 2015 Plan, unvested time-based options will become fully vested upon the occurrence of a change in control of the Company. Upon any termination of employment, all unvested options granted to our named executive officers would be forfeited, except as described below.

The terms of the option awards that have been granted to our named executive officers to date under our 2017 Plan provide that:

- Upon a termination without cause, a resignation with good reason, or a termination of employment due to death and disability, any options that would have become vested within two years of the named executive officer’s termination of employment will vest.
- Upon the named executive officer’s retirement, the named executive officer will become vested such that the total number of options that are vested is equal to the excess, if any, of (1) the product of (a) the total number of shares subject to the option award, *multiplied by* (b) a fraction, the numerator of which is the number of days between the grant date and the date of retirement and the denominator of which is the number of days between the grant date and the fourth anniversary of the grant date, over (2) any options previously exercised by the named executive officer prior to his retirement.
- Vested options will be forfeited upon a termination with cause, remain exercisable for one year following the named executive officer’s death or disability, remain exercisable for three years upon the named executive officer’s retirement, and remain exercisable for 90 days following any other termination of employment.
- In the event of a change in control in which the acquirer of the Company assumes the options, the options will vest in full upon a termination without cause, resignation for good reason, death or disability during the two years following a change in control.

Employment Agreements

2017 Employment Agreements

In connection with the IPO, we entered into employment agreements with Messrs. Cagnazzi, Hart, Thomas and Brecher, which superseded their prior employment agreements and offer letters and provide for severance payments and benefits upon certain qualifying terminations of employment as described below.

Upon a termination without cause or a resignation with good reason or a non-renewal of the named executive officer's 2017 employment agreement, each such named executive officer would be entitled to, subject to the named executive officer's execution of a release of claims, (1) an amount equal to a multiple (2.0 for Mr. Cagnazzi (2.5 if such termination of employment occurs during the two-year period following a change in control) and 1.5 for Messrs. Hart and Thomas) of the sum of (a) his annual base salary in effect immediately prior to such termination of employment and (b) his annual bonus earned for the fiscal year prior to such termination of employment (or, if such termination of employment occurs during the two-year period following a change in control, his target annual bonus in effect immediately prior to the change in control), paid over a period of months (24 for Mr. Cagnazzi (30 if such termination of employment occurs during the two-year period following a change in control) and 18 for Messrs. Thomas and Hart) following such termination of employment, (2) a prorated annual bonus for the fiscal year in which such termination of employment occurs, based on actual performance (or target performance if such termination of employment occurs during the two-year period following a change in control) and paid at the time the Company pays annual bonuses to executive officers for such fiscal year, and (3) a lump sum cash payment equal to the cost of the monthly premiums for medical and dental coverage for a period of months (24 for Mr. Cagnazzi and 18 for Messrs. Thomas and Hart).

Upon a termination without cause or a resignation with good reason or a non-renewal of Mr. Brecher's employment, Mr. Brecher would be entitled to, subject to his execution of a release of claims, (1) an amount equal to his annual base salary in effect immediately prior to such termination of employment, and, if such termination of employment occurs during the two-year period following a change in control, his target annual bonus, in each case, paid in equal installments over a 12-month period following such termination of employment; (2) a prorated annual bonus for the fiscal year in which such termination of employment occurs, based on actual performance (or, if such termination occurs during the two-year period following a change in control, target performance) and paid at the time the Company pays annual bonuses to executive officers for such fiscal year; and (3) a lump sum cash payment equal to the cost of the monthly premiums for medical and dental coverage for a period of 12 months.

Upon a termination without cause or a resignation with good reason or a non-renewal of each named executive officer's employment agreement during the six-month period prior to a change in control but after the date a definitive transaction agreement is executed that contemplates such change in control, such named executive officer's employment will be deemed to have terminated upon the change in control and the amount of any severance that would have been payable had the named executive officer been terminated as of the date of the change in control will be paid in equal installments over the balance of the severance period.

Upon a termination of employment due to death or disability, each such named executive officer would be entitled to (1) a prorated annual bonus for the fiscal year in which such termination of employment occurs, based on actual performance and paid at the time the Company pays annual bonuses to executive officers for such fiscal year and (2) a lump sum cash payment equal to the cost of the monthly premiums for medical and dental coverage for a period of months (24 for Mr. Cagnazzi, 18 for Messrs. Thomas and Hart and 12 for Mr. Brecher).

Upon a retirement, each such executive officer would be entitled to a prorated annual bonus for the fiscal year in which such termination of employment occurs, based on actual performance and paid at the time the Company pays annual bonuses to executive officers for such fiscal year.

Paul Fletcher Employment Agreement

If Mr. Fletcher's employment is terminated without cause or Mr. Fletcher resigns following a fundamental change in his employment, he would be entitled to receive (1) 18 months' base salary, paid in equal installments on each semi-annual anniversary of his termination date, with the first payment made within 10 days following his termination date; (2) continuation of Company paid medical, dental and disability benefits for six months, with additional monthly cash payments in an amount sufficient to cover any taxes on such premiums and additional cash payments; and (3) an amount equal to his annual bonus paid in respect of the prior fiscal year, paid in equal monthly installments over 12 months.

If Mr. Fletcher's employment is terminated due to his death or disability, he would be entitled to receive (1) one year's base salary paid in a lump sum within 10 days following his termination of employment; (2) the continuation of Company paid medical, dental, disability and life insurance benefits (provided to his beneficiaries following his death) under the Company plans for one year, plus additional monthly cash payments in an amount sufficient to cover any taxes on such premiums and additional cash payments; and (3) an amount equal to his annual bonus paid in respect of the prior fiscal year, paid in equal monthly installments over 12 months.

Potential Payments upon Termination or Change in Control in Fiscal 2017

The following table sets forth potential payments to each of our named executive officers in the event of the listed events, calculated under the assumption that the executive officer's employment terminated on June 30, 2017, the last day of our most

recently completed fiscal year. The following table does not include payments pursuant to contracts, agreements, plans or arrangements that do not discriminate in scope, terms or operation, in favor of executive officers and that are generally available to all salaried employees. The following table includes payments and benefits under the current employment agreements, which were in effect as of June 30, 2017, that would become payable if the applicable termination or change in control event occurred as of June 30, 2017.

Name	Termination without Cause or Resignation with Good Reason (No Change in Control) (\$)	Termination without Cause or Resignation with Good Reason (Change in Control) (\$)	Change in Control (\$)	Death or Disability (\$)	Retirement
Robert Cagnazzi					
Cash Severance	1,750,592(1)	3,000,000(2)	—	—	—
Prorated Bonus	— (3)	600,000(4)	—	— (3)	— (3)
Continuation Medical/Welfare Benefits	34,839(5)	34,839(5)	—	34,839(5)	—
Accelerated Vesting of Options (6)	50,778	101,556	1,591,156	50,778	7,785
Paul Fletcher					
Cash Severance	1,152,813(7)	1,152,813(7)	—	852,813(8)	—
Continuation Medical/Welfare Benefits	8,622(9)	8,622(9)	—	17,244(9)	—
Accelerated Vesting of Options (6)	—	—	1,206,576	—	—
David Hart					
Cash Severance	1,143,861(1)	1,620,000(2)	—	—	—
Prorated Bonus	— (3)	480,000(4)	—	— (3)	— (3)
Continuation Medical/Welfare Benefits	27,137(5)	27,137(5)	—	27,137(5)	—
Accelerated Vesting of Options (6)	20,150	40,300	1,246,876	20,150	3,089
Elliot Brecher					
Cash Severance	325,000(10)	444,000(11)	—	—	—
Prorated Bonus	— (3)	119,000(4)	—	— (3)	— (3)
Continuation Medical/Welfare Benefits	17,184(5)	17,184(5)	—	17,184(5)	—
Accelerated Vesting of Options (6)	10,850	21,700	165,142	10,850	1,664
Vinu Thomas					
Cash Severance	637,500(1)	825,000(2)	—	—	—
Prorated Bonus	75,000(3)	200,000(4)	—	75,000(3)	75,000(3)
Continuation Medical/Welfare Benefits	29,769(5)	29,769(5)	—	29,769(5)	—
Accelerated Vesting of Options (6)	13,950	27,900	336,792	13,950	2,139

- (1) Represents a multiple (2.0x for Mr. Cagnazzi and 1.5x for Messrs. Hart and Thomas) times the sum of annual base salary *plus* annual management incentive plan bonus earned for the prior fiscal year prior to such termination of employment.
- (2) Represents a multiple (2.5x for Mr. Cagnazzi and 1.5x for Messrs. Hart and Thomas) times the sum of annual base salary *plus* target management incentive plan bonus.
- (3) Represents a prorated bonus based on actual performance for the fiscal year of termination.
- (4) Represents a prorated target management incentive plan bonus for the fiscal year of termination.
- (5) Represents the cost of monthly premiums for medical coverage for a period of months (24 for Mr. Cagnazzi, 18 for Messrs. Thomas and Hart and 12 for Mr. Brecher).
- (6) Represents the intrinsic value of certain time-based options held by each of our named executive officers as of June 30, 2017 that would accelerate upon the applicable termination or change in control event. These amounts are based on a price per share of \$14.31, the fair market value of a share of our common stock on June 30, 2017.
- (7) Represents an amount equal to the sum of (a) 18 months' base salary and (b) an amount equal to his management incentive plan bonus paid in respect of the prior fiscal year.
- (8) Represents an amount equal to (a) 12 months' base salary and (b) an amount equal to his management incentive plan bonus paid in respect of the prior fiscal year.

- (9) Represents the cost of monthly premiums for medical coverage for a period of six months following a termination without cause or resignation with good reason and 12 months following a termination of employment due to death or disability.
- (10) Represents an amount equal to 12 months' base salary.
- (11) Represents an amount equal to the sum of 12 months' salary *plus* target annual bonus under the management incentive plan.

PROPOSAL 4 - RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board has appointed RSM US LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2018. Although stockholder ratification of the Audit Committee's action in this respect is not required, the Audit Committee considers it desirable for stockholders to ratify such appointment. If the stockholders do not ratify the appointment of RSM US LLP, the engagement of independent auditors will be reevaluated by the Audit Committee.

Representatives of RSM US LLP are expected to attend the meeting, will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions from stockholders.

Fees paid or accrued for professional services provided by our independent auditors for each of the last two fiscal years ended June 30, 2016 and 2017, in each of the following categories are as follows:

	2016	2017
Audit fees	\$ 2,055,522	\$ 885,648
All other fees	3,000	—
Total	\$ 2,058,522	\$ 885,648

Audit fees consist of fees incurred for the audit of our annual consolidated financial statements, review of our quarterly consolidated financial statements, services rendered in connection with our registration statements on Form S-1 and Form S-8 related to our IPO and services that are normally provided by RSM US LLP in connection with statutory and regulatory filings or engagements. All other fees consist of fees incurred for compilation services.

Pre-Approval of Audit and Non-Audit Services. All audit and non-audit services provided by our independent registered public accounting firm must be pre-approved by the Audit Committee. Unless the specific service has been previously pre-approved with respect to that year, the Audit Committee must approve the permitted service before the independent registered public accounting firm is engaged to perform it. The Audit Committee uses the following procedures in pre-approving all audit and non-audit services provided by our independent registered public accounting firm. At or before the first meeting of the Audit Committee each year, the Audit Committee is presented with a detailed listing of the individual audit and non-audit services and fees (separately describing audit-related services, tax services and other services) expected to be provided by our independent registered public accounting firm during the year. Quarterly, the Audit Committee is presented with an update of any new audit and non-audit services to be provided. The Audit Committee reviews the Company's update and approves the services outlined therein if such services are acceptable to the Audit Committee.

Non-audit services that constitute less than 5% of the revenues paid by the Company to the independent registered public accounting firm may be approved by the Audit Committee (or one or more members authorized by the Audit Committee) after the services are commenced but before the completion of the audit, provided that such services were not recognized by the Company at the time of the engagement to be non-audit services and such services are promptly brought to the attention of the Audit Committee. The Audit Committee may delegate to one or more of its members the authority to pre-approve permissible non-audit services, so long as this pre-approval is presented to the full Audit Committee at scheduled meetings. The Audit Committee has delegated pre-approval authority of up to \$100,000 in between scheduled Audit Committee meetings to the chairman of the Audit Committee, and the chairman is required to report any such pre-approval decisions to the Audit Committee at its next scheduled meeting. In addition, the Audit Committee has granted Paul Fletcher, our Chief Financial Officer, authority to approve non-audit services of up to \$100,000 in between scheduled Committee meetings upon notice in each instance to the Audit Committee chairman, subject to confirmation of the approval of such services by the Audit Committee at the next scheduled meeting.

All RSM US LLP services and fees during the fiscal year ended June 30, 2017 were approved in advance by the Audit Committee.

The Board recommends a vote FOR ratification of the appointment of RSM US LLP.

AUDIT COMMITTEE REPORT

The Audit Committee, which is composed of three directors (Todd H. Siegel (Chairman), Christopher L. Edson and Steven Lerner), operates under a written charter adopted by the Board. Among its functions, the committee selects the independent auditors.

Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal controls, and the independent auditors are responsible for auditing those financial statements in accordance with generally accepted auditing standards and to issue a report thereon. The committee's responsibility is to oversee the financial reporting process on behalf of the Board and to report the result of their activities to the Board.

In this context, the committee has met and held discussions with management and the independent auditors. Management represented to the committee that our financial statements were prepared in accordance with accounting principles generally accepted in the United States, and the committee has reviewed and discussed the financial statements with management and the independent auditors. The committee discussed with the independent auditors matters required to be discussed by Public Company Accounting Oversight Board ("PCAOB") Auditing Standard No. 16, Communications with Audit Committees.

The independent auditors also provided to the committee the written disclosures and the letter required by applicable requirements of the PCAOB, and the committee discussed with the independent auditors their independence and considered the compatibility of non-audit services with the auditors' independence.

Based upon the committee's discussion with management and the independent auditors and the committee's review of the representation of management and the report of the independent auditors to the committee, and relying thereon, the committee recommended that the Board include the audited financial statements in our Annual Report on Form 10-K for the fiscal year ended June 30, 2017 filed with the Securities and Exchange Commission.

Audit Committee of the Board

Todd H. Siegel (Chairman)
Christopher L. Edson
Steven Lerner

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Review, Approval or Ratification of Transactions with Related Parties

The Board has adopted a written related parties transactions policy. The Audit Committee reviews transactions that may be “related party transactions,” which are transactions between Presidio and related parties in which the aggregate amount is expected to exceed \$120,000 and in which a related party has or will have a direct or indirect material interest. For purposes of the policy, a related party is a director, executive officer, nominee for director, or a greater than 5% beneficial owner of Presidio’s common stock, in each case since the beginning of the last fiscal year, their immediate family members or any firm, corporation or other entity controlled by any such person. Pursuant to the policy, certain categories of transactions, such as the payment of director or executive compensation or ordinary course transactions involving the provision of certain financial services, such as escrow agency, bank depository or other similar services, are deemed pre-approved.

Certain Transactions with Related Parties

There have been no transactions since July 1, 2016 to which we have been a participant in which the amount involved exceeded or will exceed \$120,000, and in which any of our directors, executive officers or holders of more than five percent of our capital stock, or any members of their immediate family, had or will have a direct or indirect material interest, other than compensation arrangements which are described under “Executive Compensation” and “Director Compensation,” and other than the transactions described below. For a description of severance and change of control arrangements that we have entered into with our executive officers, see the section of this proxy statement entitled “Executive Compensation - Termination and Change in Control Agreements” and “- Potential Payments upon Termination or Change in Control in Fiscal 2017.”

Apollo Stockholders Agreement

In connection with the IPO, on March 10, 2017 we entered into a stockholders agreement with Aegis LP (the “Apollo Stockholders Agreement”), the Apollo entity that holds most of our common stock, which provides that, except as otherwise required by applicable law, if Aegis LP or the Apollo Funds hold (a) at least 50% of our outstanding common stock, they will have the right to designate up to five nominees to our Board, (b) at least 30% but less than 50% of our outstanding common stock, they will have the right to designate up to four nominees to our Board, (c) at least 20% but less than 30% of our outstanding common stock, they will have the right to designate up to three nominees to our Board and (d) at least 10% but less than 20% of our outstanding common stock, they will have the right to designate two nominees to our Board. The Apollo Stockholders Agreement also provides that if the size of our Board is increased or decreased at any time, the nomination rights of Aegis LP and the Apollo Funds will be proportionately increased or decreased, respectively, and rounded up to the nearest whole number.

Under the Apollo Stockholders Agreement, the approval of a majority of the members of our Board, which must include the approval of a majority of the directors nominated by Aegis LP or the Apollo Funds, is required under certain circumstances. These include, as to us and, to the extent applicable, each of our subsidiaries:

- amending, modifying or repealing any provision of our Amended Certificate or Amended Bylaws in a manner that disproportionately adversely affects the Aegis LP and Apollo Funds;
- issuing additional equity interests of the Company, other than (a) any award under any stockholder-approved equity compensation plan, (b) any award under an equity compensation plan approved by a majority of the directors nominated or designated by Aegis LP or the Apollo Funds or (c) any intra-company issuance among us and our wholly owned subsidiaries;
- merging or consolidating with or into any other entity, or transferring (by lease, assignment, sale or otherwise) all or substantially all of our and our subsidiaries’ assets, taken as a whole, to another entity, or entering into or agreeing to undertake any transaction that would constitute a “Change of Control” as defined in our or our subsidiaries’ principal credit facilities or note indentures (other than transactions between us and a subsidiary);
- other than in the ordinary course of business with vendors, customers and suppliers, entering into any (a) acquisition by us or any of our subsidiaries of the equity interests or assets of any person, or the acquisition by us or any of our subsidiaries of any business, properties, assets, or persons or (b) disposition of our assets or the assets of any of our subsidiaries or the shares or other equity interests of any of our subsidiaries, in each case where the amount of consideration for any such acquisition or disposition exceeds \$100 million in any single transaction, or an aggregate amount of \$200 million in any series of transactions during a calendar year;

- incurring financial indebtedness, in a single transaction or a series of related transactions, aggregating to more than \$75 million, subject to certain exceptions;
- terminating our Chief Executive Officer or designating a new Chief Executive Officer; or
- changing the size of our Board.

These approval rights will terminate at such time as the Apollo Funds no longer beneficially own at least 30% of our outstanding common stock.

Amended Management Stockholders Agreement

The Company, Aegis LP, the Apollo entity that holds most of our common stock, and certain of our employees who invested in the Company in connection with our acquisition by the Apollo Funds in February 2015 are parties to a securityholders agreement. Pursuant to the securityholders agreement, Aegis LP and certain of its affiliates have certain demand registration rights for shares of our common stock held by them. In addition, Aegis LP, certain of its affiliates and the Management Holders have piggyback and other registration rights with respect to shares of our common stock held by them. Furthermore, we agree to indemnify (A) each party to the securityholders agreement and their respective officers, directors, employees, representatives and each person who controls such party, (B) Aegis LP and its officers, managers, employees, representatives and affiliates and (C) any portfolio company of the Apollo Group against losses, claims, damages, liabilities and expenses caused by any untrue or alleged untrue statement of a material fact contained in any registration statement or prospectus or any omission or alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein not misleading, except insofar as the same may be caused by or contained in any information furnished in writing to our Company by such party set forth in (A), (B) or (C) above for use therein.

Office Lease Agreement

The Company is party to a lease agreement with an entity owned by Christopher Cagnazzi, our President of the Presidio Tri State region, and Robert Cagnazzi, our Chief Executive Officer and Director, for office space located at 110 Parkway Drive South, Hauppauge, New York, which will expire on December 31, 2019. The current monthly rent under the lease is \$25,645.00 and is subject to a 3% annual escalation.

Other Related Party Transactions

An alternative investment vehicle formed by the limited partners of the Apollo Funds owned substantially all of the economic interests in our 10.25% Senior Subordinated Notes due 2023 pursuant to certain derivative arrangements entered into with Deutsche Bank AG. As such, the portion of the proceeds of our IPO used by the Company to repurchase such Senior Subordinated Notes on March 15, 2017 were paid, directly or indirectly, to such alternative investment vehicle (net of any amounts owed by such alternative investment vehicle to Deutsche Bank AG pursuant to such derivative arrangements).

On February 15, 2017, we entered into a Notes Purchase Agreement with Deutsche Bank AG, who was the holder of 100% of such Senior Subordinated Notes, pursuant to which we agreed to use the net proceeds of the IPO to repurchase all of the outstanding Senior Subordinated Notes held by Deutsche Bank AG.

We recorded revenue to parties affiliated with Apollo or our directors of \$7.3 million for the fiscal year ended June 30, 2017. As of June 30, 2017, the outstanding receivables associated with parties affiliated with Apollo or our directors were \$1.7 million.

On January 19, 2017, in connection with the January 2017 Amendment, we paid certain fees totaling approximately \$0.1 million to Apollo Global Securities, LLC, an affiliate of Apollo, for certain engagement and co-manager services provided in connection with such refinancing. Additionally, in connection with its role as an underwriter in the Company's IPO, the Company paid \$0.2 million in fees to Apollo Global Securities, LLC.

One of our directors, Matthew Nord, is a senior partner of Apollo Global Management, LLC, which he joined in 2003. One of our directors, Christopher Edson, is a principal of Apollo Global Management, LLC, which he joined in 2008. One of our directors, Salim Hirji, is a principal of Apollo Global Management, LLC, which he joined in 2013. Information with respect to director compensation is set forth in this proxy statement, under "Election of Directors - Director Compensation."

Indemnification Agreements

In connection with the IPO, on March 9, 2017 we entered into indemnification agreements with each of our directors and certain of our officers. These indemnification agreements provide the directors and officers with contractual rights to indemnification and expense advancement that are, in some cases, broader than the specific indemnification provisions contained under Delaware law.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers and persons who own beneficially more than 10% of our common stock to file reports of ownership and changes in ownership of such common stock with the Securities and Exchange Commission, and to file copies of such reports with us. Based solely upon a review of the copies of such reports received by us and written representations that no other reports were required, we believe that during our fiscal year ended June 30, 2017, such reporting persons complied with the filing requirements of said Section 16(a).

ANNUAL REPORT

Our Annual Report for the fiscal year ended June 30, 2017 will be made available to stockholders at the same time as this proxy statement. No part of such Annual Report shall be regarded as proxy-soliciting material or as a communication by means of which any solicitation is being or is to be made. This proxy statement and our annual report are posted on our website at <http://www.investors.presidio.com> and are available from the SEC at its website at www.sec.gov. You may also obtain a copy of our annual report without charge by sending a written request to Presidio, Inc., One Penn Plaza, Suite 2832, New York, New York 10119, Attention: Corporate Secretary.

STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS

Stockholders are entitled to submit proposals on matters appropriate for stockholder action consistent with regulations of the Securities and Exchange Commission. In accordance with the rules of the Securities and Exchange Commission, in order for stockholder proposals for the 2018 Annual Meeting of Stockholders to be eligible for inclusion in our proxy statement, they must be received by our Corporate Secretary at our principal executive offices not later than June 6, 2018.

Any director nomination or proposal that a stockholder wishes to present at the 2018 annual meeting of stockholders, other than through inclusion in our proxy statement, must follow the procedures described in our bylaws. Under these procedures, stockholders must submit the proposed nominee or proposal by giving written notice to our Corporate Secretary at our principal executive offices no earlier than July 12, 2018 and no later than August 13, 2018. These timing requirements differ if this year's Annual Meeting were to be adjourned or otherwise postponed or if the date of next year's annual meeting is not within 30 days before or after the anniversary date of this year's meeting. If any of these events occurs, we will furnish the new dates for submission of proposed nominees or other items of business by public disclosure, including filing with the SEC of a current report on Form 8-K. The stockholder must have been a stockholder of record at the time of the giving of the notice and entitled to vote at the meeting. The stockholder's notice must set forth the following:

- As to any proposed nominee for directorship: (1) the name, age, business address and residence address of the nominee, (2) the principal occupation or employment of the nominee, (3) the number of shares of common stock owned of record and beneficially by the nominee, (4) the date or dates on which the shares were acquired and the investment intent of the acquisition and (5) such other information relating to the nominee that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, under the proxy rules, including (without limitation) such nominee's written consent to being named in the proxy statement as a nominee and to serve as a director if elected. The Company may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of the proposed nominee to serve as an independent director of the Company or that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of the proposed nominee.
- As to any other business proposed to be brought before the meeting, a brief description of the business, the reasons for conducting such business at the meeting and any material interest in such business of the stockholder and the beneficial owner, if any, on whose behalf the proposal is made.
- As to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made, (a) the name and address of such stockholder and of such beneficial owner, as they appear on our books, and (b) the class and number of shares owned beneficially and of record by such stockholder and such beneficial owner.

OTHER MATTERS

The Board knows of no other matters to be brought before the meeting. However, if other matters should come before the meeting, it is the intention of each person named in the proxy to vote such proxy in accordance with his or her judgment on such matters.

PRESIDIO, INC.
 C/O BROADRIDGE
 P.O. BOX 1342
 BRENTWOOD, NY 11717

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. 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.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then 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:

E32264-P97032

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

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

PRESIDIO, INC.		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) you are not voting for on the line below.				
The Board of Directors recommends a vote FOR the Election of Directors in Proposal 1: Vote on Directors 1. Election of Directors Nominees: 01) Heather Berger 02) Michael A. Reiss 03) Todd H. Siegel									
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____				
Vote on Proposals									
The Board of Directors recommends a vote FOR Proposal 2:		For	Against	Abstain	The Board of Directors recommends a vote FOR Proposal 4:		For	Against	Abstain
2.	To approve, on an advisory basis, executive compensation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4.	Ratification of RSM US LLP as independent registered public accounting firm.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Board of Directors recommends a vote of 3 YEARS on Proposal 3:		1 Year	2 Years	3 Years	Abstain				
3.	To vote, on an advisory basis, on the frequency of executive compensation votes.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5.	In their discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.		
The shares represented by this proxy, when properly executed, will be voted in the manner directed herein by the undersigned Stockholder(s). If no direction is made, this proxy will be voted FOR items 1, 2, and 4 and for 3 YEARS on item 3. If any other matters properly come before the meeting, the persons named in this proxy will vote in their discretion.									
For address changes and/or comments, please check this box and write them on the back where indicated. <input type="checkbox"/>									
Please sign your name exactly as it appears hereon. When signing as attorney, executor, administrator, trustee or guardian, please add your title as such. When signing as joint tenants, all parties in the joint tenancy must sign. If a signer is a corporation, please sign in full corporate name by duly authorized officer.									
<input type="text"/> Signature [PLEASE SIGN WITHIN BOX]		<input type="text"/> Date		<input type="text"/> Signature (Joint Owners)		<input type="text"/> Date			

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement, Annual Report and Form 10-K are available at www.proxyvote.com.

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PRESIDIO, INC.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

ANNUAL MEETING OF STOCKHOLDERS

NOVEMBER 8, 2017

The stockholder(s) hereby appoint(s) Robert Cagnazzi and Paul Fletcher, 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 Presidio, Inc. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 9:30 a.m., Eastern Time on November 8, 2017, at the Wyndham New Yorker, New York, NY 10001, and any adjournment or postponement thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE STOCKHOLDER(S). IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES LISTED ON THE REVERSE SIDE FOR THE BOARD OF DIRECTORS, FOR PROPOSALS 2 AND 4, AND FOR 3 YEARS ON PROPOSAL 3.

PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE

Address Changes/Comments: _____

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

CONTINUED AND TO BE SIGNED ON REVERSE SIDE

V1.1