

CVENT INC
Form PREM14A
May 04, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

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 Pursuant to §240.14a-11(c) or §240.14a-2
CVENT, INC.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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- .. No fee required.
- x Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies: Common Stock, par value \$.001 per share, of Cvent, Inc.
 - (2) Aggregate number of securities to which transaction applies: As of April 25, 2016, 42,192,737 shares of common stock; 5,064,002 shares of common stock issuable upon the exercise of stock options; and 1,212,203 shares of common stock underlying restricted stock units.
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined): The maximum aggregate value was determined based upon the sum of (A) 42,192,737 shares of common stock multiplied by \$36.00 per share; (B) options to purchase 5,064,002 shares of common stock multiplied by \$16.7389 (the difference between \$36.00 and the weighted average exercise price of \$19.2611); and (C) 1,212,203 shares of common stock underlying restricted stock units multiplied by \$36.00 per share. In accordance with Section 14(g) of the Securities Exchange Act of 1934, as amended, the filed fee was determined by multiplying the sum calculated in the preceding sentence by .0001007.
 - (4) Proposed maximum aggregate value of transaction: \$1,647,343,663.08
 - (5) Total fee paid: \$165,887.51
- .. Fee paid previously with preliminary materials.
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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Cvent, Inc.

1765 Greensboro Station Place, 7th Floor

Tysons Corner, VA 22102

May [], 2016

Dear Cvent Stockholder:

You are cordially invited to attend a special meeting (the **Special Meeting**) of stockholders of Cvent, Inc. (**Cvent**) to be held on [], [], 2016, at Cvent's headquarters, located at 1765 Greensboro Station Place, 7th Floor, Tysons Corner, VA 22102, at [] Eastern time.

At the Special Meeting, you will be asked to consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated April 17, 2016 (the **Merger Agreement**), by and among Cvent, Papay Holdco, LLC (**Parent**), and Papay Merger Sub, Inc. (**Merger Sub**). Parent and Merger Sub are entities that are affiliated with Vista Equity Partners, a leading private equity firm focused on investments in software, data and technology-enabled companies. Pursuant to the terms of the Merger Agreement, Merger Sub will merge with and into Cvent, and Cvent will become a wholly owned subsidiary of Parent (the **Merger**).

If the Merger is completed, you will be entitled to receive \$36.00 in cash, without interest, for each share of common stock that you own (unless you have properly exercised your appraisal rights), which represents a premium of approximately (1) 69% to the closing price of the common stock on April 15, 2016, the last full trading day prior to the meeting of Cvent's Board of Directors to approve and adopt the Merger Agreement; (2) 70% to the average closing price of the common stock for the thirty day trading period ending on April 15, 2016; and (3) 41% to the average closing price of the common stock for the ninety day trading period ending on April 15, 2016.

The Board of Directors, after considering the factors more fully described in the enclosed proxy statement, has unanimously (1) determined that the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement are fair to, advisable and in the best interests of Cvent and its stockholders; and (2) adopted and approved the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement. The Board of Directors recommends that you vote (1) FOR the adoption of the Merger Agreement and (2) FOR the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting.

The enclosed proxy statement provides detailed information about the Special Meeting, the Merger Agreement and the Merger. A copy of the Merger Agreement is attached as Annex A to the proxy statement.

The proxy statement also describes the actions and determinations of the Board of Directors in connection with its evaluation of the Merger Agreement and the Merger. We encourage you to read the proxy statement and its annexes, including the Merger Agreement, carefully and in their entirety, as they contain important information.

Whether or not you plan to attend the Special Meeting in person, please sign, date and return, as promptly as possible, the enclosed proxy card in the accompanying prepaid reply envelope or grant your proxy electronically over the Internet or by telephone. If you attend the Special Meeting and vote in person by ballot, your vote will revoke any

proxy that you have previously submitted.

If you hold your shares in street name, you should instruct your bank, broker or other nominee how to vote your shares in accordance with the voting instruction form that you will receive from your bank, broker or other nominee. Your bank, broker or other nominee cannot vote on any of the proposals, including the proposal to adopt the Merger Agreement, without your instructions.

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Your vote is very important, regardless of the number of shares that you own. We cannot complete the Merger unless the proposal to adopt the Merger Agreement is approved by the affirmative vote of the holders of at least a majority of the outstanding shares of common stock.

If you have any questions or need assistance voting your shares, please contact our proxy solicitor:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, NY 10022
Call toll-free: (888) 750-5834

On behalf of the Board of Directors, I thank you for your support and appreciate your consideration of this matter.

Sincerely,

Rajeev K. Aggarwal

President, Chief Executive Officer and Chairman of
the Board

The accompanying proxy statement is dated [], and, together with the enclosed form of proxy card, is first being mailed on or about [].

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Cvent, Inc.

1765 Greensboro Station Place, 7th Floor

Tysons Corner, VA 22102

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON [], [], 2016

Notice is hereby given that a special meeting of stockholders (the **Special Meeting**) of Cvent, Inc., a Delaware corporation (**Cvent**), will be held on [], [], 2016, at Cvent's headquarters, located at 1765 Greensboro Station Place, 7 Floor, Tysons Corner, VA 22102, at [] [], Eastern time, for the following purposes:

1. To consider and vote on the proposal to adopt the Agreement and Plan of Merger, dated April 17, 2016, as it may be amended from time to time (the **Merger Agreement**), by and among Cvent, Papay Holdco, LLC (**Parent**), and Papay Merger Sub, Inc. (**Merger Sub**). Pursuant to the terms of the Merger Agreement, Merger Sub will merge with and into Cvent, and Cvent will become a wholly owned subsidiary of Parent (the **Merger**);
2. To consider and vote on any proposal to adjourn the Special Meeting to a later date or dates if necessary or appropriate to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting; and
3. To transact any other business that may properly come before the Special Meeting or any adjournment, postponement or other delay of the Special Meeting.

Only stockholders of record as of the close of business on [], 2016, are entitled to notice of the Special Meeting and to vote at the Special Meeting or any adjournment, postponement or other delay thereof.

The Board of Directors unanimously recommends that you vote (1) FOR the adoption of the Merger Agreement and (2) FOR the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting.

Whether or not you plan to attend the Special Meeting in person, please sign, date and return, as promptly as possible, the enclosed proxy card in the accompanying prepaid reply envelope or grant your proxy electronically over the Internet or by telephone. If you attend the Special Meeting and vote in person by ballot, your vote will revoke any proxy that you have previously submitted. If you hold your shares in street name, you should instruct your bank, broker or other nominee how to vote your shares in accordance with the voting instruction form that you will receive from your bank, broker or other nominee. Your bank, broker or other nominee cannot vote on any of the proposals, including the proposal to adopt the Merger Agreement, without your instructions.

By Order of the Board of Directors,

Lawrence J. Samuelson

General Counsel and Corporate Secretary

Dated: [], 2016

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YOUR VOTE IS IMPORTANT

WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING IN PERSON, WE ENCOURAGE YOU TO SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE (1) BY TELEPHONE; (2) THROUGH THE INTERNET; OR (3) BY SIGNING AND DATING THE ENCLOSED PROXY CARD AND RETURNING IT IN THE POSTAGE-PAID ENVELOPE PROVIDED. You may revoke your proxy or change your vote at any time before it is voted at the Special Meeting.

If you hold your shares in street name, you should instruct your bank, broker or other nominee how to vote your shares in accordance with the voting instruction form that you will receive from your bank, broker or other nominee. Your broker or other agent cannot vote on any of the proposals, including the proposal to adopt the Merger Agreement, without your instructions.

If you are a stockholder of record, voting in person by ballot at the Special Meeting will revoke any proxy that you previously submitted. If you hold your shares through a bank, broker or other nominee, you must obtain a legal proxy in order to vote in person at the Special Meeting.

If you fail to (1) return your proxy card; (2) grant your proxy electronically over the Internet or by telephone; or (3) vote by ballot in person at the Special Meeting, your shares will not be counted for purposes of determining whether a quorum is present at the Special Meeting and, if a quorum is present, will have the same effect as a vote AGAINST the proposal to adopt the Merger Agreement but will have no effect on the adjournment proposal.

We encourage you to read the accompanying proxy statement and its annexes, including all documents incorporated by reference into the accompanying proxy statement, carefully and in their entirety. If you have any questions concerning the Merger, the Special Meeting or the accompanying proxy statement, would like additional copies of the accompanying proxy statement or need help voting your shares of common stock, please contact our proxy solicitor:

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

New York, NY 10022

Call toll-free: (888) 750-5834

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Table of Contents**SUMMARY**

This summary highlights selected information from this proxy statement related to the merger of Papay Merger Sub, Inc. with and into Cvent, Inc. (the Merger), and may not contain all of the information that is important to you. To understand the Merger more fully and for a more complete description of the legal terms of the Merger, you should carefully read this entire proxy statement, the annexes to this proxy statement and the documents that we refer to in this proxy statement. You may obtain the information incorporated by reference in this proxy statement without charge by following the instructions under the caption Where You Can Find More Information. The Merger Agreement (as defined below) is attached as Annex A to this proxy statement. We encourage you to read the Merger Agreement, which is the legal document that governs the Merger, carefully and in its entirety.

Except as otherwise specifically noted in this proxy statement, Cvent, we, our, us and similar words refer to Cvent, Inc., including, in certain cases, our subsidiaries. Throughout this proxy statement, we refer to Papay Holdco, LLC as Parent and Papay Merger Sub, Inc. as Merger Sub. In addition, throughout this proxy statement we refer to the Agreement and Plan of Merger, dated April 17, 2016, by and among Cvent, Parent and Merger Sub, as it may be amended from time to time, as the Merger Agreement, and our common stock, par value \$0.001 per share, as common stock.

Parties Involved in the Merger***Cvent, Inc.***

Cvent is a leading cloud-based enterprise event management company. Cvent's mission is to transform the way its customers manage meetings and events, and enhance the experience of its customers' customer the event attendee. Cvent provides end-to-end cloud solutions for both sides of the corporate events and meetings ecosystem: (i) event and meeting planners, through Cvent's Event Cloud, and (ii) hoteliers and venues, through Cvent's Hospitality Cloud. The combination of these cloud-based solutions creates an integrated platform that allows Cvent to generate revenue from both sides of the events and meetings ecosystem.

Cvent's common stock is listed on The New York Stock Exchange (the NYSE), under the symbol CVT.

Papay Holdco, LLC

Parent was formed on April 11, 2016, solely for the purpose of engaging in the transactions contemplated by the Merger Agreement and has not engaged in any business activities other than in connection with the transactions contemplated by the Merger Agreement and arranging of the equity financing and any debt financing in connection with the Merger.

Papay Merger Sub, Inc.

Merger Sub is a wholly owned direct subsidiary of Parent and was formed on April 11, 2016, solely for the purpose of engaging in the transactions contemplated by the Merger Agreement and has not engaged in any business activities other than in connection with the transactions contemplated by the Merger Agreement and arranging of the equity financing and any debt financing in connection with the Merger.

Parent and Merger Sub are each affiliated with Vista Equity Partners Fund VI, L.P. (Fund VI) and Vista Holdings Group, L.P., (Holdings, and together with Fund VI, the Vista Funds). In connection with the transactions contemplated by the Merger Agreement, (1) Fund VI has provided to Parent an equity commitment of up to \$1.6

billion and (2) Holdings has provided to Parent an equity commitment of up to \$50 million, which

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will be available to fund the aggregate purchase price and the other payments contemplated by the Merger Agreement (in each case, pursuant to the terms and conditions as described further under the caption *The Merger Financing of the Merger*).

Parent, Merger Sub and the Vista Funds are affiliated with Vista Equity Partners (*Vista*). Vista is a leading private equity firm focused on investments in software, data and technology-enabled companies.

Effect of the Merger

Upon the terms and subject to the conditions of the Merger Agreement, Merger Sub will merge with and into Cvent, with Cvent continuing as the surviving corporation and as a wholly owned subsidiary of Parent (the *Surviving Corporation*). As a result of the Merger, Cvent will cease to be a publicly traded company. If the Merger is completed, you will not own any shares of the capital stock of the *Surviving Corporation*.

The time at which the Merger will become effective (the *Effective Time*) will occur upon the filing of a certificate of merger with the Secretary of State of the State of Delaware (or at such later time as we, Parent and Merger Sub may agree and specify in the certificate of merger).

Effect on Cvent if the Merger is Not Completed

If the Merger Agreement is not adopted by stockholders or if the Merger is not consummated for any other reason, stockholders will not receive any payment for their shares of common stock. Instead, Cvent will remain an independent public company, our common stock will continue to be listed and traded on the NYSE and registered under the Securities Exchange Act of 1934, as amended (the *Exchange Act*), and we will continue to file periodic reports with the Securities and Exchange Commission (the *SEC*). Under specified circumstances, Cvent will be required to pay Parent a termination fee upon the termination of the Merger Agreement, as further described under the caption *Proposal 1: Adoption of the Merger Agreement Termination Fee*.

Merger Consideration

In the Merger, each outstanding share of common stock (other than shares (i) held by Cvent as treasury stock; (ii) owned by Parent or Merger Sub; (iii) owned by any direct or indirect wholly owned subsidiary of Parent or Merger Sub; and (iv) held by stockholders who have properly and validly exercised their statutory rights of appraisal under Delaware law, collectively, the *Excluded Shares*) will be converted into the right to receive \$36.00 in cash, without interest and less any applicable withholding taxes (the *Per Share Merger Consideration*). Further, and without any action by the holders of such shares, (1) all shares of common stock will cease to be outstanding and be cancelled and cease to exist; and (2) each certificate formerly representing any of the shares of common stock will thereafter represent only the right to receive the *Per Share Merger Consideration*. At or immediately prior to the *Effective Time*, Parent will deposit sufficient funds to pay the aggregate *Per Share Merger Consideration* with a designated payment agent. Once a stockholder has provided the payment agent with his, her or its stock certificates and the other items specified by the payment agent, the payment agent will promptly pay the stockholder the *Per Share Merger Consideration*. For more information, see the section of this proxy statement captioned *Proposal 1: Adoption of the Merger Agreement Exchange and Payment Procedures*.

After the Merger is completed, you will have the right to receive the *Per Share Merger Consideration*, but you will no longer have any rights as a stockholder (except that stockholders who properly exercise their appraisal rights will have the right to receive a payment for the *fair value* of their shares as determined pursuant to an appraisal proceeding as contemplated by Delaware law, as described below under the caption *The Merger Appraisal Rights*).

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The Special Meeting

Date, Time and Place

A special meeting of stockholders will be held on [], [], 2016, at Cvent's headquarters, located at 1765 Greensboro Station Place, 7th Floor, Tysons Corner, VA 22102, at [] [], Eastern time (the Special Meeting).

Record Date; Shares Entitled to Vote

You are entitled to vote at the Special Meeting if you owned shares of common stock at the close of business on [], 2016 (the Record Date). You will have one vote at the Special Meeting for each share of common stock that you owned at the close of business on the Record Date.

Purpose

At the Special Meeting, we will ask stockholders to vote on proposals to (1) adopt the Merger Agreement and (2) adjourn the Special Meeting to a later date or dates to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting.

Quorum

As of the Record Date, there were [] shares of common stock outstanding and entitled to vote at the Special Meeting. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, will constitute a quorum at the Special Meeting.

Required Vote

The affirmative vote of the holders of a majority of the outstanding shares of common stock is required to adopt the Merger Agreement. Approval of the proposal to adjourn the Special Meeting, whether or not a quorum is present, requires the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy and entitled to vote at the Special Meeting.

Share Ownership of Our Directors and Executive Officers

As of the Record Date, our directors and executive officers beneficially owned and were entitled to vote, in the aggregate, [] shares of common stock, representing approximately []% of the shares of common stock outstanding as of the Record Date.

Our directors and certain of our executive officers and affiliated stockholders have signed voting and support agreements (the Voting Agreements) obligating them to vote all of their shares of common stock (1) **FOR** the adoption of the Merger Agreement and (2) **FOR** the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting, subject to certain exceptions and limitations described in the section of this proxy statement captioned The Merger Voting and Support Agreements.

Our executive officers who did not execute Voting Agreements have informed us that they currently intend to vote all of their shares of common stock (1) **FOR** the adoption of the Merger Agreement and (2) **FOR** the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the

Merger Agreement at the time of the Special Meeting.

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Voting and Proxies

Any stockholder of record entitled to vote may submit a proxy by returning a signed proxy card by mail in the accompanying prepaid reply envelope or by granting a proxy electronically over the Internet or by telephone, or may vote in person by appearing at the Special Meeting. If you are a beneficial owner and hold your shares of common stock in street name through a bank, broker or other nominee, you should instruct your bank, broker or other nominee on how you wish to vote your shares of common stock using the instructions provided by your bank, broker or other nominee. Under applicable stock exchange rules, banks, brokers or other nominees have the discretion to vote on routine matters. The proposals to be considered at the Special Meeting are non-routine matters, and banks, brokers and other nominees cannot vote on these proposals without your instructions. **Therefore, it is important that you cast your vote or instruct your bank, broker or nominee on how you wish to vote your shares.**

If you are a stockholder of record, you may change your vote or revoke your proxy at any time before it is voted at the Special Meeting by (1) signing another proxy card with a later date and returning it prior to the Special Meeting; (2) submitting a new proxy electronically over the Internet or by telephone after the date of the earlier submitted proxy; (3) delivering a written notice of revocation to our Corporate Secretary; or (4) attending the Special Meeting and voting in person by ballot.

If you hold your shares of common stock in street name, you should contact your bank, broker or other nominee for instructions regarding how to change your vote. You may also vote in person at the Special Meeting if you obtain a legal proxy from your bank, broker or other nominee.

Recommendation of the Board of Directors and Reasons for the Merger

Cvent's Board of Directors (the Board of Directors), after considering various factors described under the caption The Merger Recommendation of the Board of Directors and Reasons for the Merger, has unanimously (1) determined that the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement are fair to, advisable and in the best interests of Cvent and its stockholders; and (2) adopted and approved the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement. The Board of Directors unanimously recommends that you vote (1) **FOR** the adoption of the Merger Agreement and (2) **FOR** the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting.

Fairness Opinion of Morgan Stanley & Co. LLC (Annex B)

In connection with the Merger, Morgan Stanley & Co. LLC (Morgan Stanley) rendered to the Board of Directors its oral opinion, subsequently confirmed in writing, that as of April 17, 2016, and based upon and subject to the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley as set forth in the written opinion, the consideration to be received by the holders of shares of Cvent common stock (other than shares (i) held by Cvent as treasury stock; (ii) owned by Parent or Merger Sub; (iii) owned by any direct or indirect wholly owned subsidiary of Parent or Merger Sub; and (iv) held by stockholders who have properly and validly exercised their statutory rights of appraisal under Delaware law) pursuant to the Merger Agreement was fair from a financial point of view to such holders of common stock.

The full text of the written opinion of Morgan Stanley to the Board of Directors, dated as of April 17, 2016, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of the review undertaken by Morgan Stanley in rendering its opinion, is attached as Annex B to this proxy statement and is incorporated by reference in this proxy

statement in its entirety. The summary of the opinion of Morgan Stanley in this proxy statement

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is qualified in its entirety by reference to the full text of the opinion. You are encouraged to read Morgan Stanley's opinion carefully and in its entirety. Morgan Stanley's opinion was directed to the Board of Directors, in its capacity as such, and addresses only the fairness from a financial point of view of the consideration to be received by the holders of shares of Cvent's common stock (other than Excluded Shares) pursuant to the Merger Agreement as of the date of the opinion and does not address any other aspects or implications of the Merger or related transactions. Morgan Stanley's opinion was not intended to, and does not, constitute advice or a recommendation as to how our stockholders should vote at any stockholders' meeting that may be held in connection with the Merger or whether the stockholders should take any other action in connection with the Merger.

For a more complete description, see the section of this proxy statement captioned **The Merger Fairness Opinion of Morgan Stanley & Co. LLC.**

Financing of the Merger

We anticipate that the total amount of funds necessary to complete the Merger and the related transactions will be approximately \$1.65 billion. This amount includes funds needed to (1) pay stockholders and other equity holders the amounts due under the Merger Agreement; (2) make payments in respect of our outstanding equity-based awards pursuant to the Merger Agreement; and (3) pay all fees and expenses payable by Parent and Merger Sub under the Merger Agreement.

In connection with the Merger, Parent has entered into (1) an equity commitment letter, dated as of April 17, 2016, with Fund VI (the **Fund VI Equity Commitment Letter**) and (2) an equity commitment letter, dated as of April 17, 2016 with Holdings (the **Holdings Equity Commitment Letter**), and together with the Fund VI Equity Commitment Letter, the **Equity Commitment Letters**). For more information, see the section of this proxy statement captioned **The Merger Financing of the Merger.**

Although the obligation of Parent and Merger Sub to consummate the Merger is not subject to any financing condition, the Merger Agreement provides that, without Parent's agreement, the closing of the Merger will not occur earlier than the second business day after the expiration of the marketing period, which is the first period of 18 consecutive business days commencing on the date that is the first business day (1) after the later of (a) the date this proxy statement is mailed to stockholders or (b) June 16, 2016, and (2) throughout which (y) Parent has received certain financial information from Cvent necessary to syndicate any debt financing and (z) certain conditions to the consummation of the Merger are satisfied. For more information, see the section of this proxy statement captioned **Proposal 1: Adoption of the Merger Agreement Marketing Period.**

Limited Guaranties

Pursuant to (1) a limited guaranty delivered by Fund VI in favor of Cvent, dated as of April 17, 2016 (the **Fund VI limited guaranty**), and (2) a limited guaranty delivered by Holdings in favor of Cvent, dated as of April 17, 2016 (the **Holdings limited guaranty**), and together with the Fund VI limited guaranty, the **Limited Guaranties**), the Vista Funds have agreed to guarantee the due, punctual and complete payment of all of the liabilities and obligations of Parent or Merger Sub under the Merger Agreement, subject to an aggregate cap of \$107.1 million plus certain cost reimbursement obligations specified in the Merger Agreement. For more information, see the section of this proxy statement captioned **The Merger Financing of the Merger.**

Voting and Support Agreements

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Pursuant to Voting Agreements executed and delivered by directors and certain executive officers and affiliated stockholders of Cvent in favor of Parent and Merger Sub, stockholders who have signed a Voting

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Agreement (the *Voting Agreement Stockholders*) have agreed to vote all of their shares (i) in favor of the approval of the Merger Agreement and approval of the Merger and other transactions contemplated by the Merger Agreement, and (ii) against any Acquisition Proposal (as defined under *Proposal 1: Adoption of the Merger Agreement No Solicitation of Other Offers*) and certain other actions that would reasonably be expected to interfere with consummation of the Merger. The Voting Agreement Stockholders have waived appraisal rights and provided an irrevocable proxy. As of April 25, 2016, Voting Agreement Stockholders, collectively, beneficially owned and were entitled to vote approximately 25% of the outstanding shares of common stock. The foregoing summary of the Voting Agreements is subject to, and qualified in its entirety by reference to, the full text of the form of Voting Agreement by and among Parent, Merger Sub and each of the Voting Agreement Stockholders. A copy of the form of Voting Agreement is attached as Annex D to this proxy statement and is incorporated herein by reference.

Treatment of Options and Restricted Stock Units

The Merger Agreement provides that Cvent's equity awards that are outstanding immediately prior to the Effective Time will be subject to the following treatment in the Merger:

Options

At the Effective Time, each option (or portion thereof) to purchase shares of common stock that is outstanding and vested immediately prior to the Effective Time (or vests as a result of the consummation of the Merger) and, unless otherwise mutually agreed by the parties to the Merger Agreement, each option (or portion thereof) to purchase shares of common stock that is outstanding and unvested immediately prior to the Effective Time, will be cancelled and converted into the right to receive an amount in cash (without interest and subject to any applicable withholding) equal to the product of (1) the total number of shares of common stock subject to such option at the Effective Time; and (2) the amount, if any, by which \$36.00 exceeds the exercise price per share of common stock underlying such option. Each option, regardless of when the option is due to vest, with an exercise price per share equal to or greater than \$36.00 per share will be cancelled without payment of any consideration.

Restricted Stock Units

At the Effective Time, unless otherwise mutually agreed by the parties to the Merger Agreement, each restricted stock unit of Cvent (*RSU*) outstanding as of immediately prior to the Effective Time, whether vested or unvested, will be cancelled and converted into the right to receive an amount in cash (without interest and subject to any applicable tax withholding) equal to the product of (1) the total number of shares of common stock subject to such RSU as of the Effective Time; and (2) \$36.00.

Employee Benefits

Parent has agreed to cause the Surviving Corporation to honor the terms of Cvent's benefit plans and compensation and severance arrangements following the Merger in accordance with their terms as in effect immediately before the Effective Time. For a period of one year following the Effective Time, all employees of Cvent (or its subsidiaries) who remain employed following the Merger (the *Continuing Employees*) will be provided with employee benefit plans or other compensation and severance arrangements (other than equity-based benefits and individual employment agreements) at benefit levels that are, in each case, substantially comparable in the aggregate to those in effect at Cvent, or its subsidiaries, as applicable, on the date of the Merger Agreement or immediately prior to the Effective Time. In each case, base compensation and target incentive compensation opportunity will not be decreased for a period of one year following the Effective Time for any Continuing Employee employed during that period. For more information, see the section of this proxy statement captioned *Proposal 1: Adoption of the Merger*

Agreement Employee Benefits.

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Interests of Cvent's Directors and Executive Officers in the Merger

When considering the recommendation of the Board of Directors that you vote to approve the proposal to adopt the Merger Agreement, you should be aware that our directors and executive officers may have interests in the Merger that are different from, or in addition to, your interests as a stockholder. In (1) evaluating and negotiating the Merger Agreement; (2) approving the Merger Agreement and the Merger; and (3) recommending that the Merger Agreement be adopted by stockholders, the Board of Directors was aware of and considered these interests to the extent that they existed at the time, among other matters. These interests include the following:

accelerated vesting of equity-based awards simultaneously with the Effective Time, and the termination or settlement of such awards in exchange for cash;

the entitlement of Cvent's chief financial officer, Cynthia Russo, to receive payments and benefits under her employment agreement in connection with an involuntary termination of her employment other than for cause, as such term is defined in her offer letter, or in connection with her voluntarily termination of employment for good reason, as such term is defined in her offer letter; and

continued indemnification and directors' and officers' liability insurance to be provided by the Surviving Corporation.

If the proposal to adopt the Merger Agreement is approved, the shares of common stock held by our directors and executive officers will be treated in the same manner as outstanding shares of common stock held by all other stockholders. For more information, see the section of this proxy statement captioned "The Merger Interests of Cvent's Directors and Executive Officers in the Merger."

Appraisal Rights

If the Merger is consummated, stockholders who do not vote in favor of the adoption of the Merger Agreement and who properly demand appraisal of their shares will be entitled to appraisal rights in connection with the Merger under Section 262 of the General Corporation Law of the State of Delaware (the "DGCL"). This means that stockholders are entitled to have their shares appraised by the Delaware Court of Chancery and to receive payment in cash of the fair value of their shares of common stock, exclusive of any elements of value arising from the accomplishment or expectation of the Merger, together with interest to be paid on the amount determined to be fair value, if any, as determined by the court. Due to the complexity of the appraisal process, stockholders who wish to seek appraisal of their shares are encouraged to seek the advice of legal counsel with respect to the exercise of appraisal rights.

Stockholders considering seeking appraisal should be aware that the fair value of their shares as determined pursuant to Section 262 of the DGCL could be more than, the same as or less than the value of the consideration that they would receive pursuant to the Merger Agreement if they did not seek appraisal of their shares.

To exercise your appraisal rights, you must (1) submit a written demand for appraisal to Cvent before the vote is taken on the proposal to adopt the Merger Agreement; (2) not submit a proxy or otherwise vote in favor of the proposal to adopt the Merger Agreement; and (3) continue to hold your shares of common stock of record through the Effective Time. Your failure to follow exactly the procedures specified under the DGCL will result in the loss of your appraisal

rights. The DGCL requirements for exercising appraisal rights are described in further detail in this proxy statement, and the relevant section of the DGCL regarding appraisal rights is reproduced in Annex C to this proxy statement. If you hold your shares of common stock through a bank, broker or other nominee and you wish to exercise appraisal rights, you should consult with your bank, broker or other nominee to determine the appropriate procedures for the making of a demand for appraisal on your behalf by your bank, broker or other nominee.

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Material U.S. Federal Income Tax Consequences of the Merger

The receipt of cash by our stockholders in exchange for shares of our common stock in the Merger will be a taxable transaction to U.S. Holders (as defined under the caption **The Merger Material U.S. Federal Income Tax Consequences of the Merger**) for U.S. federal income tax purposes. Each of our stockholders that is a U.S. Holder generally will result in the recognition of gain or loss in an amount measured by the difference, if any, between the amount of cash that such U.S. Holder receives in the Merger per share and such U.S. Holder's adjusted tax basis in the shares of common stock surrendered in the Merger by such stockholder.

Stockholders that are Non-U.S. Holders (as defined under the caption **The Merger Material U.S. Federal Income Tax Consequences of the Merger**) generally will not be subject to U.S. federal income tax with respect to the exchange of common stock for cash in the Merger unless such Non-U.S. Holder has certain connections to the United States, but may be subject to backup withholding tax unless the Non-U.S. Holder complies with certain certification procedures or otherwise establishes a valid exemption from backup withholding tax.

Stockholders should read the section of this proxy statement captioned **The Merger Material U.S. Federal Income Tax Consequences of the Merger**. **Stockholders should also consult their own tax advisors concerning the U.S. federal income tax consequences relating to the Merger in light of their particular circumstances and any consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.**

Regulatory Approvals Required for the Merger

Under the Merger Agreement, the Merger cannot be completed until (1) the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the **HSR Act**), has expired or been terminated; and (2) the approval or clearance of the Merger by the Austrian Federal Competition Authority (the **FCA**).

On April 26, 2016, Cvent and the Vista Funds made the filings required to be made under the HSR Act and under the Austrian Cartel Act 2005 (the **Cartel Act**).

No Solicitation of Other Offers

Under the Merger Agreement, from the date of the Merger Agreement until the Effective Time, Cvent has agreed not to, and to cause its subsidiaries and its and their respective directors, officers, employees, consultants, agents, representatives and advisors (the **Representatives**) not to, among other things: (1) solicit, initiate, propose or induce or knowingly encourage, facilitate or assist any inquiries regarding any Acquisition Proposal or (2) engage in discussions or negotiations regarding, or provide any non-public information to, any person relating to, or that would reasonably be expected to lead to, an Acquisition Proposal (as defined in the section of this proxy statement captioned **Proposal 1: Adoption of the Merger Agreement No Solicitation of Other Offers**).

Notwithstanding these restrictions, under certain circumstances, prior to the adoption of the Merger Agreement by stockholders, Cvent may provide information to, and engage or participate in negotiations or substantive discussions with, a person regarding an Acquisition Proposal if the Board of Directors determines in good faith after consultation with its financial advisor and its outside legal counsel that failure to do so would be reasonably likely to be inconsistent with the Board of Directors' fiduciary duties and such proposal is a Superior Proposal (as defined in the section of this proxy statement captioned **Proposal 1: Adoption of the Merger Agreement No Solicitation of Other Offers**) or is reasonably likely to lead to a Superior Proposal. For more information, see the section of this proxy statement captioned **Proposal 1: Adoption of the Merger Agreement No Solicitation of Other Offers**.

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Cvent is not entitled to terminate the Merger Agreement to enter into an agreement for a Superior Proposal unless it complies with certain procedures in the Merger Agreement, including negotiating with Parent in good faith over a two business day period so that any Superior Proposal no longer constitutes a Superior Proposal. The termination of the Merger Agreement by Cvent in order to accept a Superior Proposal will result in the payment by Cvent of a \$45.3 million termination fee to Parent. For more information, see the section of this proxy statement captioned Proposal 1: Adoption of the Merger Agreement The Board of Directors Recommendation; Company Board Recommendation Change.

Change in the Board of Directors Recommendation

Prior to the adoption of the Merger Agreement by stockholders, the Board of Directors may under certain circumstances withdraw its recommendation that stockholders adopt the Merger Agreement if it determines in good faith (after consultation with its financial advisor and its outside legal counsel) that failure to do so would be reasonably likely to be inconsistent with the Board of Directors fiduciary duties to stockholders under applicable law.

However, the Board of Directors cannot withdraw its recommendation that stockholders adopt the Merger Agreement unless it complies with certain procedures in the Merger Agreement, including negotiating with Parent in good faith over a two business day period so that a failure to make a Company Board Recommendation Change (as defined in the section of this proxy statement captioned Proposal 1: Adoption of the Merger Agreement The Board of Directors Recommendation; Company Board Recommendation Change) would no longer be reasonably likely to be inconsistent with the Board of Directors fiduciary duties. The termination of the Merger Agreement by Parent following the withdrawal by the Board of Directors of its recommendation that stockholders adopt the Merger Agreement will result in the payment by Cvent of a \$45.3 million termination fee to Parent. For more information, see the section of this proxy statement captioned Proposal 1: Adoption of the Merger Agreement The Board of Directors Recommendation; Company Board Recommendation Change.

Conditions to the Closing of the Merger

The obligations of Cvent, Parent and Merger Sub, as applicable, to consummate the Merger are subject to the satisfaction or waiver of certain conditions, including (among other conditions), the following:

the adoption of the Merger Agreement by the requisite affirmative vote of stockholders;

the (1) expiration or termination of the applicable waiting period under the HSR Act; and (2) the approval or clearance of the Merger by the FCA;

the consummation of the Merger not being restrained, enjoined, rendered illegal or otherwise prohibited by any law or order of any governmental authority;

the absence of any continuing change, event, violation, inaccuracy, effect or circumstance at Cvent that, individually or in the aggregate, generally (1) is or would reasonably be expected to be materially adverse to Cvent's business, financial condition or results of operations, taken as a whole; or (2) would reasonably be expected to prevent or materially impair or delay the consummation of the Merger;

the accuracy of the representations and warranties of Cvent, Parent and Merger Sub in the Merger Agreement, subject to materiality qualifiers, as of the Effective Time or the date in respect of which such representation or warranty was specifically made;

the performance in all material respects by Cvent, Parent and Merger Sub of their respective obligations required to be performed by them under the Merger Agreement at or prior to the Effective Time; and

receipt of certificates executed by executive officers of Cvent, on the one hand, or Parent and Merger Sub, on the other hand, to the effect that the conditions described in the preceding two bullets have been satisfied.

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Termination of the Merger Agreement

The Merger Agreement may be terminated at any time prior to the Effective Time, whether before or after the adoption of the Merger Agreement by stockholders, in the following ways:

by mutual written agreement of Cvent and Parent;

by either Cvent or Parent if:

prior to the Effective Time, (1) any permanent injunction or other legal or regulatory restraint or prohibition preventing the consummation of the Merger is in effect, that, prohibits, makes illegal or enjoins the consummation of the Merger and has become final and non-appealable; or (2) any statute, rule, regulation or order is enacted, entered, enforced or deemed applicable to the Merger that prohibits, makes illegal or enjoins the consummation of the Merger;

the Merger has not been consummated by (1) 11: 59 p.m., Eastern time, on October 17, 2016, (the Termination Date) or (2) 11: 59 p.m., Eastern time, on April 17, 2017 (the Extended Termination Date), if either Cvent or Parent exercises its right to extend the Termination Date in the event that the parties have not, by the Termination Date, received approval or clearance of the Merger by the antitrust authorities in the United States or Austria; or

stockholders fail to adopt the Merger Agreement at the Special Meeting or any adjournment or postponement thereof;

by Cvent if:

Parent or Merger Sub has breached or failed to perform any of its respective representations, warranties, covenants or other agreements set forth in the Merger Agreement such that certain conditions set forth in the Merger Agreement are not satisfied, and such breach is not capable of being cured, or is not cured, before the earlier of the Termination Date or the date that is 45 calendar days following Cvent's delivery of written notice of such breach; or

prior to the adoption of the Merger Agreement by stockholders and so long as Cvent is not then in material breach of its obligations related to Acquisition Proposals and Superior Proposals, in order to enter into a definitive agreement with respect to a Superior Proposal in accordance with the terms of the Merger Agreement, subject to Cvent paying to Parent a termination fee of \$45.3 million; and

by Parent if:

Cvent has breached or failed to perform any of its representations, warranties, covenants or other agreements set forth in the Merger Agreement such that certain conditions set forth in the Merger Agreement are not satisfied and such breach is not capable of being cured, or is not cured, before the earlier of the Termination Date or the date that is 45 calendar days following Parent's delivery of written notice of such breach; or

prior to the adoption of the Merger Agreement by the stockholders, the Board of Directors withdraws its recommendation that stockholders adopt the Merger Agreement (except that such right to terminate will expire at 5:00 p.m., Eastern time, on the 10th business day following such withdrawal).

Termination Fee and Expense Reimbursement

Except in specified circumstances, whether or not the Merger is completed, Cvent, on the one hand, and Parent and Merger Sub, on the other hand, are each responsible for all of their respective costs and expenses incurred in connection with the Merger and the other transactions contemplated by the Merger Agreement.

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Cvent will be required to pay to Parent a termination fee of \$45.3 million if the Merger Agreement is terminated under specified circumstances. For more information, see the section of this proxy statement captioned Proposal 1: Adoption of the Merger Agreement Termination Fee.

Specific Performance

Parent, Merger Sub and Cvent are entitled to an injunction, specific performance and other equitable relief to prevent breaches (or threatened breaches) of the Merger Agreement and to enforce the terms of the Merger Agreement, in addition to any other remedy to which they are entitled at law or in equity. In addition, Cvent is also entitled to seek an injunction, specific performance or other equitable relief to cause the equity financing to be funded on the terms and subject to the conditions set forth in the Equity Commitment Letters.

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QUESTIONS AND ANSWERS

The following questions and answers address some commonly asked questions regarding the Merger, the Merger Agreement and the Special Meeting. These questions and answers may not address all questions that are important to you. We encourage you to read carefully the more detailed information contained elsewhere in this proxy statement, the annexes to this proxy statement and the documents we refer to in this proxy statement. You may obtain the information incorporated by reference in this proxy statement without charge by following the instructions under the caption **Where You Can Find More Information**.

Q: Why am I receiving these materials?

A: The Board of Directors is furnishing this proxy statement and form of proxy card to the holders of shares of common stock in connection with the solicitation of proxies to be voted at the Special Meeting.

Q: What am I being asked to vote on at the Special Meeting?

A: You are being asked to vote on the following proposals:

to adopt the Merger Agreement pursuant to which Merger Sub will merge with and into Cvent, and Cvent will become a wholly owned subsidiary of Parent; and

to approve the adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting.

Q: When and where is the Special Meeting?

A: The Special Meeting will take place on [], [], 2016, at Cvent's headquarters, located at 1765 Greensboro Station Place, 7th Floor, Tysons Corner, VA 22102, at [][], Eastern time.

Q: Who is entitled to vote at the Special Meeting?

A: Stockholders as of the Record Date are entitled to notice of the Special Meeting and to vote at the Special Meeting. Each holder of shares of common stock is entitled to cast one vote on each matter properly brought before the Special Meeting for each share of common stock owned as of the Record Date.

Q: May I attend the Special Meeting and vote in person?

A: Yes. All stockholders as of the Record Date may attend the Special Meeting and vote in person. Seating will be limited. Stockholders will need to present proof of ownership of shares of common stock, such as a bank or brokerage account statement, and a form of personal identification to be admitted to the Special Meeting. No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the Special Meeting.

Even if you plan to attend the Special Meeting in person, to ensure that your shares will be represented at the Special Meeting we encourage you to sign, date and return the enclosed proxy card in the accompanying prepaid reply envelope or grant your proxy electronically over the Internet or by telephone. If you attend the Special Meeting and vote in person by ballot, your vote will revoke any proxy previously submitted.

If you hold your shares in street name, you should instruct your bank, broker or other nominee how to vote your shares in accordance with the voting instruction form that you will receive from your bank, broker or other nominee. Your broker or other agent cannot vote on any of the proposals, including the proposal to adopt the Merger Agreement, without your instructions. If you hold your shares in street name, you may not vote your shares in person at the Special Meeting unless you obtain a legal proxy from your bank, broker or other nominee.

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Q: What is the proposed Merger and what effects will it have on Cvent?

A: The proposed Merger is the acquisition of Cvent by Parent. If the proposal to adopt the Merger Agreement is approved by stockholders and the other closing conditions under the Merger Agreement have been satisfied or waived, Merger Sub will merge with and into Cvent, with Cvent continuing as the Surviving Corporation. As a result of the Merger, Cvent will become a wholly owned subsidiary of Parent, and our common stock will no longer be publicly traded and will be delisted from the NYSE. In addition, our common stock will be deregistered under the Exchange Act, and we will no longer file periodic reports with the SEC.

Q: What will I receive if the Merger is completed?

A: Upon completion of the Merger, you will be entitled to receive the Per Share Merger Consideration of \$36.00 in cash, without interest and less any applicable withholding taxes, for each share of common stock that you own, unless you have properly exercised and not withdrawn your appraisal rights under the DGCL. For example, if you own 100 shares of common stock, you will receive \$3,600.00 in cash in exchange for your shares of common stock, less any applicable withholding taxes.

Q: How does the Per Share Merger Consideration compare to the recent trading price of Cvent common stock?

A: The Per Share Merger Consideration represents a premium of approximately (1) 69% to the closing market price of the common stock on April 15, 2016, the last full trading day prior to the meeting of the Board of Directors to approve and adopt the Merger Agreement; (2) 70% to the average closing market price of the common stock for the thirty trading day period ending on April 15, 2016; and (3) 41% to the average closing market price of the common stock for the ninety trading day period ending on April 15, 2016.

Q: What do I need to do now?

A: We encourage you to read this proxy statement, the annexes to this proxy statement and the documents that we refer to in this proxy statement carefully and consider how the Merger affects you. Then sign, date and return, as promptly as possible, the enclosed proxy card in the accompanying reply envelope, or grant your proxy electronically over the Internet or by telephone, so that your shares can be voted at the Special Meeting, unless you wish to seek appraisal. If you hold your shares in street name, please refer to the voting instruction forms provided by your bank, broker or other nominee to vote your shares. **Please do not send your stock certificates with your proxy card.**

Q: Should I send in my stock certificates now?

A:

No. After the Merger is completed, you will receive a letter of transmittal containing instructions for how to send your stock certificates to the payment agent in order to receive the appropriate cash payment for the shares of common stock represented by your stock certificates. You should use the letter of transmittal to exchange your stock certificates for the cash payment to which you are entitled. **Please do not send your stock certificates with your proxy card.**

Q: What happens if I sell or otherwise transfer my shares of common stock after the Record Date but before the Special Meeting?

A: The Record Date for the Special Meeting is earlier than the date of the Special Meeting and the date the Merger is expected to be completed. If you sell or transfer your shares of common stock after the Record Date but before the Special Meeting, unless special arrangements (such as provision of a proxy) are made between you and the person to whom you sell or otherwise transfer your shares and each of you notifies

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Cvent in writing of such special arrangements, you will transfer the right to receive the Merger consideration, if the Merger is completed, to the person to whom you sell or transfer your shares, but you will retain your right to vote those shares at the Special Meeting. **Even if you sell or otherwise transfer your shares of common stock after the Record Date, we encourage you to sign, date and return the enclosed proxy card in the accompanying reply envelope or grant your proxy electronically over the Internet or by telephone.**

Q: How does the Board of Directors recommend that I vote?

A: The Board of Directors, after considering the various factors described under the caption "The Merger Recommendation of the Board of Directors and Reasons for the Merger," has unanimously (1) determined that the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement are fair to, advisable and in the best interests of Cvent and its stockholders; and (2) adopted and approved the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement.

The Board of Directors recommends that you vote (1) **FOR** the adoption of the Merger Agreement and (2) **FOR** the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting.

Q: What happens if the Merger is not completed?

A: If the Merger Agreement is not adopted by stockholders or if the Merger is not completed for any other reason, stockholders will not receive any payment for their shares of common stock. Instead, Cvent will remain an independent public company, our common stock will continue to be listed and traded on the NYSE and registered under the Exchange Act, and we will continue to file periodic reports with the SEC.

Under specified circumstances, Cvent will be required to pay Parent a termination fee upon the termination of the Merger Agreement, as described in the section of this proxy statement captioned "Proposal 1: Adoption of the Merger Agreement Termination Fee."

Q: What vote is required to adopt the Merger Agreement?

A: The affirmative vote of the holders of a majority of the outstanding shares of common stock is required to adopt the Merger Agreement.

If a quorum is present at the Special Meeting, the failure of any stockholder of record to (1) submit a signed proxy card; (2) grant a proxy over the Internet or by telephone; or (3) vote in person by ballot at the Special Meeting will have the same effect as a vote **AGAINST** the proposal to adopt the Merger Agreement. If you hold your shares in street name and a quorum is present at the Special Meeting, the failure to instruct your bank, broker or other nominee how to vote your shares will have the same effect as a vote **AGAINST** the proposal to adopt the Merger Agreement. If a quorum is present at the Special Meeting, abstentions will have the same effect as a vote **AGAINST** the proposal to adopt the Merger Agreement.

Q: What vote is required to approve any proposal to adjourn the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting?

A: Approval of the proposal to adjourn the Special Meeting, whether or not a quorum is present, requires the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy and entitled to vote at the Special Meeting.

The failure of any stockholder of record to (1) submit a signed proxy card; (2) grant a proxy over the Internet or by telephone; or (3) vote in person by ballot at the Special Meeting will not have any effect on the adjournment proposal. If you hold your shares in street name, the failure to instruct your bank, broker or other nominee how to vote your shares will not have any effect on the adjournment proposal. Abstentions will have the same effect as a vote **AGAINST** the adjournment proposal.

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

A: If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company LLC, you are considered, with respect to those shares, to be the stockholder of record. In this case, this proxy statement and your proxy card have been sent directly to you by Cvent.

If your shares are held through a bank, broker or other nominee, you are considered the beneficial owner of shares of common stock held in street name. In that case, this proxy statement has been forwarded to you by your bank, broker or other nominee who is considered, with respect to those shares, to be the stockholder of record. As the beneficial owner, you have the right to direct your bank, broker or other nominee how to vote your shares by following their instructions for voting. You are also invited to attend the Special Meeting. However, because you are not the stockholder of record, you may not vote your shares in person at the Special Meeting unless you obtain a legal proxy from your bank, broker or other nominee.

Q: How may I vote?

A: If you are a stockholder of record (that is, if your shares of common stock are registered in your name with American Stock Transfer & Trust Company LLC, our transfer agent), there are four ways to vote:

by signing, dating and returning the enclosed proxy card in the accompanying prepaid reply envelope;

by visiting the Internet at the address on your proxy card;

by calling toll-free (within the U.S. or Canada) at the phone number on your proxy card; or

by attending the Special Meeting and voting in person by ballot;

A control number, located on your proxy card, is designed to verify your identity and allow you to vote your shares of common stock, and to confirm that your voting instructions have been properly recorded when voting electronically over the Internet or by telephone. Please be aware that, although there is no charge for voting your shares, if you vote electronically over the Internet or by telephone, you may incur costs such as Internet access and telephone charges for which you will be responsible.

Even if you plan to attend the Special Meeting in person, you are strongly encouraged to vote your shares of common stock by proxy. If you are a record holder or if you obtain a legal proxy to vote shares that you beneficially own, you may still vote your shares of common stock in person by ballot at the Special Meeting even if you have previously voted by proxy. If you are present at the Special Meeting and vote in person by ballot, your previous vote by proxy will not be counted.

If your shares are held in street name through a bank, broker or other nominee, you may vote through your bank, broker or other nominee by completing and returning the voting form provided by your bank, broker or other nominee, or, if such a service is provided by your bank, broker or other nominee, electronically over the Internet or by

telephone. To vote over the Internet or by telephone through your bank, broker or other nominee, you should follow the instructions on the voting form provided by your bank, broker or nominee.

Q: If my broker holds my shares in street name, will my broker vote my shares for me?

A: No. Your bank, broker or other nominee is permitted to vote your shares on any proposal currently scheduled to be considered at the Special Meeting only if you instruct your bank, broker or other nominee how to vote. You should follow the procedures provided by your bank, broker or other nominee to vote your shares. Without instructions, your shares will not be voted on such proposals, which will have the same effect as if you voted against adoption of the Merger Agreement, but will have no effect on the adjournment proposal.

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Q: May I change my vote after I have mailed my signed and dated proxy card?

A: Yes. If you are a stockholder of record, you may change your vote or revoke your proxy at any time before it is voted at the Special Meeting by:

signing another proxy card with a later date and returning it to us prior to the Special Meeting;

submitting a new proxy electronically over the Internet or by telephone after the date of the earlier submitted proxy;

delivering a written notice of revocation to the Corporate Secretary; or

attending the Special Meeting and voting in person by ballot.

If you hold your shares of common stock in street name, you should contact your bank, broker or other nominee for instructions regarding how to change your vote. You may also vote in person at the Special Meeting if you obtain a legal proxy from your bank, broker or other nominee.

Q: What is a proxy?

A: A proxy is your legal designation of another person to vote your shares of common stock. The written document describing the matters to be considered and voted on at the Special Meeting is called a proxy statement. The document used to designate a proxy to vote your shares of common stock is called a proxy card. Reggie Aggarwal, our President, Chief Executive Officer and Chairman, and Lawrence J. Samuelson, our Vice President, General Counsel and Corporate Secretary, are the proxy holders for the Special Meeting.

Q: If a stockholder gives a proxy, how are the shares voted?

A: Regardless of the method you choose to vote, the individuals named on the enclosed proxy card, or your proxies, will vote your shares in the way that you indicate. When completing the Internet or telephone process or the proxy card, you may specify whether your shares should be voted for or against or to abstain from voting on all, some or none of the specific items of business to come before the Special Meeting.

If you properly sign your proxy card but do not mark the boxes showing how your shares should be voted on a matter, the shares represented by your properly signed proxy will be voted (1) **FOR** the adoption of the Merger Agreement and (2) **FOR** the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting.

Q: What should I do if I receive more than one set of voting materials?

A: Please sign, date and return (or grant your proxy electronically over the Internet or by telephone) each proxy card and voting instruction card that you receive.

You may receive more than one set of voting materials, including multiple copies of this proxy statement and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a stockholder of record and your shares are registered in more than one name, you will receive more than one proxy card.

Q: Where can I find the voting results of Special Meeting?

A: If available, Cvent may announce preliminary voting results at the conclusion of the Special Meeting. Cvent intends to publish final voting results in a Current Report on Form 8-K to be filed with the SEC following the Special Meeting. All reports that Cvent files with the SEC are publicly available when filed. See the section of this proxy statement captioned *Where You Can Find More Information*.

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Q: Will I be subject to U.S. federal income tax upon the exchange of common stock for cash pursuant to the Merger?

A: If you are a U.S. Holder (as defined under the caption *The Merger Material U.S. Federal Income Tax Consequences of the Merger*), the exchange of common stock for cash pursuant to the Merger will be a taxable transaction for U.S. federal income tax purposes, which generally will require a U.S. Holder to recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference, if any, between the amount of cash received by such U.S. Holder in the Merger with respect to such shares and such U.S. Holder's adjusted tax basis in the shares of common stock surrendered in the Merger. Backup withholding tax may also apply to the cash payments made pursuant to the Merger, unless the U.S. Holder complies with certification procedures under the backup withholding tax rules.

A Non-U.S. Holder (as defined under the caption *The Merger Material U.S. Federal Income Tax Consequences of the Merger*) generally will not be subject to U.S. federal income tax with respect to the exchange of common stock for cash in the Merger unless such Non-U.S. Holder has certain connections to the United States. A Non-U.S. Holder may, however, be subject to backup withholding tax with respect to the cash payments made pursuant to the Merger, unless the holder complies with certain certification procedures or otherwise establishes a valid exemption from backup withholding tax.

You should read *The Merger Material U.S. Federal Income Tax Consequences of the Merger*. Because particular circumstances may differ, we recommend that you also consult your own tax advisor to determine the U.S. federal income tax consequences relating to the Merger in light of your own particular circumstances and any consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

Q: What will the holders of Cvent stock options and RSUs receive in the Merger?

A: At the Effective Time, each option (or portion thereof) to purchase shares of common stock that is outstanding and vested immediately prior to the Effective Time (or vests as a result of the consummation of the Merger) and, unless otherwise mutually agreed by the parties to the Merger Agreement, each option (or portion thereof) to purchase shares of common stock that is outstanding and unvested immediately prior to the Effective Time, will be cancelled and converted into the right to receive an amount in cash (without interest and subject to any applicable tax withholding) equal to the product of (1) the total number of shares of common stock subject to such option at the Effective Time; and (2) the amount, if any, by which \$36.00 exceeds the exercise price per share of common stock underlying such option. Each option, regardless of when the option is due to vest, with an exercise price per share equal to or greater than \$36.00 per share will be cancelled without payment of any consideration.

At the Effective Time, unless otherwise mutually agreed by the parties to the Merger Agreement, each RSU outstanding as of immediately prior to the Effective Time, whether vested or unvested, will be cancelled and converted converted into the right to receive an amount in cash (without interest and subject to any applicable tax withholding) equal to the product of (1) the total number of shares of common stock subject to such RSU as of the Effective Time; and (2) \$36.00.

Q: When do you expect the Merger to be completed?

- A:** We are working toward completing the Merger as quickly as possible and currently expect to complete the Merger in the third calendar quarter of 2016. However, the exact timing of completion of the Merger cannot be predicted because the Merger is subject to the closing conditions specified in the Merger Agreement, many of which are outside of our control, and the completion of an 18-business day marketing period that Parent may use to complete its debt financing, if any, for the Merger.

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Q: Am I entitled to appraisal rights under the DGCL?

A: If the Merger is adopted by stockholders, stockholders who do not vote in favor of the adoption of the Merger Agreement and who properly demand appraisal of their shares will be entitled to appraisal rights in connection with the Merger under Section 262 of the DGCL. This means that holders of shares of common stock are entitled to have their shares appraised by the Delaware Court of Chancery and to receive payment in cash of the fair value of the shares of common stock, exclusive of any elements of value arising from the accomplishment or expectation of the Merger, together with interest to be paid on the amount determined to be fair value, if any, as determined by the court. Stockholders who wish to seek appraisal of their shares are in any case encouraged to seek the advice of legal counsel with respect to the exercise of appraisal rights due to the complexity of the appraisal process. The DGCL requirements for exercising appraisal rights are described in additional detail in this proxy statement, and the relevant section of the DGCL regarding appraisal rights is reproduced in Annex C to this proxy statement.

Q: Do any of Cvent's directors or officers have interests in the Merger that may differ from those of Cvent stockholders generally?

A: Yes. In considering the recommendation of the Board of Directors with respect to the proposal to adopt the Merger Agreement, you should be aware that our directors and executive officers may have interests in the Merger that are different from, or in addition to, the interests of stockholders generally. In (1) evaluating and negotiating the Merger Agreement; (2) approving the Merger Agreement and the Merger; and (3) recommending that the Merger Agreement be adopted by stockholders, the Board of Directors was aware of and considered these interests to the extent that they existed at the time, among other matters. For more information, see the section of this proxy statement captioned "The Merger: Interests of Cvent's Directors and Executive Officers in the Merger."

Q: Who can help answer my questions?

A: If you have any questions concerning the Merger, the Special Meeting or the accompanying proxy statement, would like additional copies of the accompanying proxy statement or need help voting your shares of common stock, please contact our proxy solicitor:

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

New York, NY 10022

Call toll-free: (888) 750-5834

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FORWARD-LOOKING STATEMENTS

This proxy statement, the documents to which we refer you in this proxy statement and information included in oral statements or other written statements made or to be made by us or on our behalf contain forward-looking statements that do not directly or exclusively relate to historical facts. You can typically identify forward-looking statements by the use of forward-looking words, such as may, should, could, project, believe, anticipate, expect, estimate, potential, plan, forecast and other words of similar import. Stockholders are cautioned that any forward-looking statements are not guarantees of future performance and may involve significant risks and uncertainties, and that actual results may vary materially from those in the forward-looking statements. These risks and uncertainties include, but are not limited to, the risks detailed in our filings with the SEC, including in our most recent filings on Forms 10-K and 10-Q, factors and matters described or incorporated by reference in this proxy statement, and the following factors:

the inability to complete the Merger due to the failure to obtain stockholder approval or failure to satisfy the other conditions to the completion of the Merger, including receipt of required regulatory approvals;

the risk that the Merger Agreement may be terminated in circumstances that require us to pay Parent a termination fee of \$45.3 million;

the outcome of any legal proceedings that may be instituted against us and others related to the Merger Agreement;

risks that the proposed Merger disrupts our current operations or affects our ability to retain or recruit key employees;

the fact that receipt of the all-cash Merger consideration would be taxable to stockholders that are treated as U.S. Holders for U.S. federal income tax purposes;

the fact that, if the Merger is completed, stockholders will forgo the opportunity to realize the potential long-term value of the successful execution of Cvent's current strategy as an independent company;

the possibility that Parent could, at a later date, engage in unspecified transactions, including restructuring efforts, special dividends or the sale of some or all of Cvent's assets to one or more as yet unknown purchasers, that could conceivably produce a higher aggregate value than that available to stockholders in the Merger;

the fact that under the terms of the Merger Agreement, Cvent is unable to solicit other Acquisition Proposals during the pendency of the Merger;

the effect of the announcement or pendency of the Merger on our business relationships, operating results and business generally;

the amount of the costs, fees, expenses and charges related to the Merger Agreement or the Merger;

risks related to the Merger diverting management's or employees' attention from ongoing business operations;

risks that our stock price may decline significantly if the Merger is not completed; and

risks related to obtaining the requisite consents to the Merger, including the timing and receipt of regulatory approvals from various domestic and Austrian governmental entities (including any conditions, limitations or restrictions placed on these approvals) and the risk that one or more governmental entities may deny approval.

Consequently, all of the forward-looking statements that we make in this proxy statement are qualified by the information contained or incorporated by reference herein, including (1) the information contained under this caption; and (2) the information contained under the caption "Risk Factors" and information in our consolidated

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financial statements and notes thereto included in our most recent filings on Forms 10-K and 10-Q. No assurance can be given that these are all of the factors that could cause actual results to vary materially from the forward-looking statements.

Except as required by applicable law, we undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise. Stockholders are advised to consult any future disclosures that we make on related subjects as may be detailed in our other filings made from time to time with the SEC.

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THE SPECIAL MEETING

The enclosed proxy is solicited on behalf of the Board of Directors for use at the Special Meeting.

Date, Time and Place

We will hold the Special Meeting on [], [], 2016, at Cvent's headquarters, located at 1765 Greensboro Station Place, 7th Floor, Tysons Corner, VA 22102, at [][], Eastern time.

Purpose of the Special Meeting

At the Special Meeting, we will ask stockholders to vote on proposals to (1) adopt the Merger Agreement and (2) adjourn the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting.

Record Date; Shares Entitled to Vote; Quorum

Only stockholders of record as of the Record Date are entitled to notice of the Special Meeting and to vote at the Special Meeting. A list of stockholders entitled to vote at the Special Meeting will be available at our principal executive offices located at 1765 Greensboro Station Place, 7th Floor, Tysons Corner, VA 22102, during regular business hours for a period of no less than ten days before the Special Meeting and at the place of the Special Meeting during the meeting.

As of the Record Date, there were [] shares of common stock outstanding and entitled to vote at the Special Meeting.

The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, will constitute a quorum at the Special Meeting. In the event that a quorum is not present at the Special Meeting, it is expected that the meeting will be adjourned to solicit additional proxies.

Vote Required; Abstentions and Broker Non-Votes

The affirmative vote of the holders of a majority of the outstanding shares of common stock is required to adopt the Merger Agreement. Adoption of the Merger Agreement by stockholders is a condition to the closing of the Merger.

Approval of the proposal to adjourn the Special Meeting, whether or not a quorum is present, requires the affirmative vote of a majority of the voting power of the shares present in person or represented by proxy and entitled to vote at the Special Meeting.

If a stockholder abstains from voting, that abstention will have the same effect as if the stockholder voted **AGAINST** the proposal to adopt the Merger Agreement. For stockholders who attend the meeting or are represented by proxy and abstain from voting, the abstention will have the same effect as if the stockholder voted **AGAINST** any proposal to adjourn the Special Meeting to a later date to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting.

Each broker non-vote will also count as a vote **AGAINST** the proposal to adopt the Merger Agreement, but will have no effect on any proposal to adjourn the Special Meeting to a later date to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting. A broker non-vote generally occurs when a bank, broker or other nominee holding shares on your behalf does not vote on a

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proposal because the bank, broker or other nominee has not received your voting instructions and lacks discretionary power to vote the shares. Broker non-votes, if any, will be counted for the purpose of determining whether a quorum is present.

Shares Held by Cvent's Directors and Executive Officers

As of the Record Date, our directors and executive officers beneficially owned and were entitled to vote, in the aggregate, [] shares of common stock, representing approximately []% of the shares of common stock outstanding on the Record Date.

Our directors and certain of our executive officers and affiliated stockholders, including investment funds affiliated with one such director, executed and delivered voting and support agreements (the Voting Agreements) in favor of Parent and Merger Sub, obligating them to vote all of their shares of common stock (1) **FOR** the adoption of the Merger Agreement and (2) **FOR** the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting, subject to certain exceptions and limitations described in the section of this proxy statement captioned The Merger Voting and Support Agreements.

Our executive officers that did not execute Voting Agreements have informed us that they currently intend to vote all of their shares of common stock (1) **FOR** the adoption of the Merger Agreement and (2) **FOR** the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting.

Voting of Proxies

If your shares are registered in your name with our transfer agent, American Stock Transfer & Trust Company LLC, you may cause your shares to be voted by returning a signed and dated proxy card in the accompanying prepaid envelope, or you may vote in person at the Special Meeting. Additionally, you may grant a proxy electronically over the Internet or by telephone by following the instructions on your proxy card. You must have the enclosed proxy card available, and follow the instructions on the proxy card, in order to grant a proxy electronically over the Internet or by telephone. Based on your proxy cards or Internet and telephone proxies, the proxy holders will vote your shares according to your directions.

If you plan to attend the Special Meeting and wish to vote in person, you will be given a ballot at the Special Meeting. If your shares are registered in your name, you are encouraged to vote by proxy even if you plan to attend the Special Meeting in person. If you attend the Special Meeting and vote in person by ballot, your vote will revoke any previously submitted proxy.

Voting instructions are included on your proxy card. All shares represented by properly signed and dated proxies received in time for the Special Meeting will be voted at the Special Meeting in accordance with the instructions of the stockholder. Properly signed and dated proxies that do not contain voting instructions will be voted (1) **FOR** adoption of the Merger Agreement and (2) **FOR** the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting.

If your shares are held in street name through a bank, broker or other nominee, you may vote through your bank, broker or other nominee by completing and returning the voting form provided by your bank, broker or other nominee or attending the Special Meeting and voting in person with a legal proxy from your bank, broker or other nominee. If

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such a service is provided, you may vote over the Internet or telephone through your bank, broker or other nominee by following the instructions on the voting form provided by your bank, broker or other nominee. If you do not return your bank's, broker's or other nominee's voting form, do not vote via the Internet

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or telephone through your bank, broker or other nominee, if possible, or do not attend the Special Meeting and vote in person with a legal proxy from your bank, broker or other nominee, it will have the same effect as if you voted **AGAINST** the proposal to adopt the Merger Agreement but will not have any effect on the adjournment proposal.

Revocability of Proxies

If you are a stockholder of record, you may change your vote or revoke your proxy at any time before it is voted at the Special Meeting by:

signing another proxy card with a later date and returning it to us prior to the Special Meeting;

submitting a new proxy electronically over the Internet or by telephone after the date of the earlier submitted proxy;

delivering a written notice of revocation to our Corporate Secretary; or

attending the Special Meeting and voting in person by ballot.

If you have submitted a proxy, your appearance at the Special Meeting, in the absence of voting in person or submitting an additional proxy or revocation, will not have the effect of revoking your prior proxy.

If you hold your shares of common stock in street name, you should contact your bank, broker or other nominee for instructions regarding how to change your vote. You may also vote in person at the Special Meeting if you obtain a legal proxy from your bank, broker or other nominee.

Any adjournment, postponement or other delay of the Special Meeting, including for the purpose of soliciting additional proxies, will allow stockholders who have already sent in their proxies to revoke them at any time prior to their use at the Special Meeting as adjourned, postponed or delayed.

Board of Directors Recommendation

The Board of Directors, after considering various factors described under the caption **The Merger Recommendation of the Board of Directors and Reasons for the Merger**, has unanimously (1) determined that the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement are fair to, advisable and in the best interests of Cvent and stockholders; and (2) adopted and approved the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement. The Board of Directors unanimously recommends that you vote (1) **FOR** the adoption of the Merger Agreement and (2) **FOR** the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special Meeting.

Solicitation of Proxies

The expense of soliciting proxies will be borne by Cvent. We have retained Innisfree M&A Incorporated (Innisfree), a proxy solicitation firm, to solicit proxies in connection with the Special Meeting at a cost of approximately \$17,000.

plus expenses. We will also indemnify Innisfree against losses arising out of its provisions of these services on our behalf. In addition, we may reimburse banks, brokers and other nominees representing beneficial owners of shares for their expenses in forwarding soliciting materials to such beneficial owners. Proxies may also be solicited by our directors, officers and employees, personally or by telephone, email, fax, over the Internet or other means of communication. No additional compensation will be paid for such services.

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Anticipated Date of Completion of the Merger

Assuming timely satisfaction of necessary closing conditions, including the approval by stockholders of the proposal to adopt the Merger Agreement, and the completion of an 18-business day marketing period that Parent may use to complete its debt financing, if any, for the Merger, we anticipate that the Merger will be consummated in the third calendar quarter of 2016.

Appraisal Rights

If the Merger is consummated, stockholders who do not vote in favor of the adoption of the Merger Agreement and who properly demand appraisal of their shares will be entitled to appraisal rights in connection with the Merger under Section 262 of the DGCL. This means that holders of shares of common stock are entitled to have their shares appraised by the Delaware Court of Chancery and to receive payment in cash of the fair value of their shares of common stock, exclusive of any elements of value arising from the accomplishment or expectation of the Merger, together with interest to be paid on the amount determined to be fair value, if any, as determined by the court, so long as they comply with the procedures established by Section 262 of the DGCL. Due to the complexity of the appraisal process, stockholders who wish to seek appraisal of their shares are encouraged to seek the advice of legal counsel with respect to the exercise of appraisal rights.

Stockholders considering seeking appraisal should be aware that the fair value of their shares as determined pursuant to Section 262 of the DGCL could be more than, the same as or less than the value of the consideration that they would receive pursuant to the Merger Agreement if they did not seek appraisal of their shares.

To exercise your appraisal rights, you must (1) submit a written demand for appraisal to Cvent before the vote is taken on the adoption of the Merger Agreement; (2) not submit a proxy or otherwise vote in favor of the proposal to adopt the Merger Agreement; and (3) continue to hold your shares of common stock of record through the Effective Time. Your failure to follow exactly the procedures specified under the DGCL will result in the loss of your appraisal rights. The DGCL requirements for exercising appraisal rights are described in further detail in this proxy statement, and the relevant section of the DGCL regarding appraisal rights is reproduced and attached as Annex C to this proxy statement. If you hold your shares of common stock through a bank, brokerage firm or other nominee and you wish to exercise appraisal rights, you should consult with your bank, brokerage firm or other nominee to determine the appropriate procedures for the making of a demand for appraisal by such bank, brokerage firm or nominee.

Other Matters

At this time, we know of no other matters to be voted on at the Special Meeting. If any other matters properly come before the Special Meeting, your shares of common stock will be voted in accordance with the discretion of the appointed proxy holders.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on [], [], 2016

The proxy statement is available at <http://investors.cvent.com>.

Householding of Special Meeting Materials

Unless we have received contrary instructions, we may send a single copy of this proxy statement to any household at which two or more stockholders reside if we believe the stockholders are members of the same family. Each stockholder in the household will continue to receive a separate proxy card. This process, known as householding, reduces the volume of duplicate information received at your household and helps to reduce our expenses.

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If you would like to receive your own set of our disclosure documents this year or in future years, follow the instructions described below. Similarly, if you share an address with another stockholder and together both of you would like to receive only a single set of our disclosure documents, follow these instructions.

If you are a stockholder of record, you may contact us by writing to Cvent's Investor Relations at 1765 Greensboro Station Place, 7th Floor, Tysons Corner, VA 22102. Eligible stockholders of record receiving multiple copies of this proxy statement can request householding by contacting us in the same manner. If a bank, broker or other nominee holds your shares, please contact your bank, broker or other nominee directly.

Questions and Additional Information

If you have any questions concerning the Merger, the Special Meeting or the accompanying proxy statement, would like additional copies of the accompanying proxy statement or need help voting your shares of common stock, please contact our proxy solicitor:

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

New York, NY 10022

Call toll-free: (888) 750-5834

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THE MERGER

This discussion of the Merger is qualified in its entirety by reference to the Merger Agreement, which is attached to this proxy statement as Annex A and incorporated into this proxy statement by reference. You should read the entire Merger Agreement carefully as it is the legal document that governs the Merger.

Parties Involved in the Merger

Cvent, Inc.

1765 Greensboro Station Place, 7th Floor

Tysons Corner, VA 22102

Cvent is a leading cloud-based enterprise event management company. Cvent's mission is to transform the way its customers manage meetings and events, and enhance the experience of its customers' customer the event attendee.

Cvent's common stock is listed on the NYSE under the symbol CVT.

Papay Holdco, LLC

c/o Vista Equity Partners Management, LLC

Four Embarcadero Center, 20th Floor

San Francisco, CA 94111

(415) 765-6500

Papay Holdco, LLC was formed on April 11, 2016, solely for the purpose of engaging in the transactions contemplated by the Merger Agreement and has not engaged in any business activities other than in connection with the transactions contemplated by the Merger Agreement and arranging of the equity financing and any debt financing in connection with the Merger.

Papay Merger Sub, Inc.

c/o Vista Equity Partners Management, LLC

Four Embarcadero Center, 20th Floor

San Francisco, CA 94111

Papay Merger Sub, Inc. was formed on April 11, 2016 solely for the purpose of engaging in the transactions contemplated by the Merger Agreement (including the Merger) and has not engaged in any business activities other than in connection with the transactions contemplated by the Merger Agreement and arranging of the equity financing and any debt financing in connection with the Merger.

Parent and Merger Sub are each affiliated with the Vista Funds. In connection with the transactions contemplated by the Merger Agreement, (1) Fund VI has provided to Parent an equity commitment of up to \$1.6 billion and (2) Holdings has provided to Parent an equity commitment of up to \$50 million, which will be available to fund the aggregate purchase price and the other payments contemplated by the Merger Agreement (in each case, pursuant to the terms and conditions as described further under the caption "The Merger Financing of the Merger"). After giving effect to the Merger, Cvent, as the Surviving Corporation, will be owned by the Vista Funds.

Effect of the Merger

Upon the terms and subject to the conditions of the Merger Agreement, Merger Sub will merge with and into Cvent, with Cvent continuing as the Surviving Corporation. As a result of the Merger, Cvent will become a wholly owned subsidiary of Parent, and our common stock will no longer be publicly traded and will be delisted from the NYSE. In addition, our common stock will be deregistered under the Exchange Act, and we will no longer file periodic reports with the SEC. If the Merger is completed, you will not own any shares of the capital stock of the Surviving Corporation.

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The Effective Time will occur upon the filing of a certificate of merger with the Secretary of State of the State of Delaware (or at such later time as we, Parent and Merger Sub may agree and specify in the certificate of merger).

Effect on Cvent if the Merger is Not Completed

If the Merger Agreement is not adopted by stockholders or if the Merger is not completed for any other reason, stockholders will not receive any payment for their shares of common stock. Instead, Cvent will remain an independent public company, our common stock will continue to be listed and traded on the NYSE and registered under the Exchange Act and we will continue to file periodic reports with the SEC. In addition, if the Merger is not completed, we expect that management will operate the business in a manner similar to that in which it is being operated today and that stockholders will continue to be subject to the same risks and opportunities to which they are currently subject, including risks related to the highly competitive industry in which Cvent operates and adverse economic conditions.

Furthermore, if the Merger is not completed, and depending on the circumstances that caused the Merger not to be completed, the price of our common stock may decline significantly. If that were to occur, it is uncertain when, if ever, the price of our common stock would return to the price at which it trades as of the date of this proxy statement.

Accordingly, if the Merger is not completed, there can be no assurance as to the effect of these risks and opportunities on the future value of your shares of common stock. If the Merger is not completed, the Board of Directors will continue to evaluate and review Cvent's business operations, strategic direction and capitalization, among other things, and will make such changes as are deemed appropriate. If the Merger Agreement is not adopted by stockholders or if the Merger is not completed for any other reason, there can be no assurance that any other transaction acceptable to the Board of Directors will be offered or that Cvent's business, prospects or results of operation will not be adversely impacted.

In addition, under specified circumstances, Cvent will be required to pay Parent a termination fee of \$45.3 million upon the termination of the Merger Agreement, as further described under the caption "Proposal 1: Adoption of the Merger Agreement Termination Fee."

Merger Consideration

In the Merger, each outstanding share of common stock (other than shares (1) held by Cvent as treasury stock; (2) owned by Parent or Merger Sub; (3) owned by any direct or indirect wholly owned subsidiary of Parent or Merger Sub; and (4) held by stockholders who have properly and validly exercised their statutory rights of appraisal in respect of such shares of common stock in accordance with Section 262 of the DGCL) will be converted into the right to receive the Per Share Merger Consideration.

After the Merger is completed, you will have the right to receive the Per Share Merger Consideration, but you will no longer have any rights as a stockholder (except that stockholders who properly exercise their appraisal rights will have the right to receive a payment for the fair value of their shares as determined pursuant to an appraisal proceeding as contemplated by Delaware law, as described below under the caption "The Merger Appraisal Rights").

Background of the Merger

The Board of Directors of Cvent (the Board of Directors) regularly evaluates Cvent's strategic direction and ongoing business plans with a view toward strengthening its core businesses and enhancing stockholder value. As part of this evaluation, the Board of Directors has from time to time considered a variety of strategic alternatives, including

(1) the continuation of Cvent's current business plan; (2) modifications to Cvent's strategy and product direction; (3) possible expansion opportunities through acquisitions and combinations of Cvent with other businesses; and (4) a possible sale of Cvent.

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From late December 2015 through to mid-February 2016, Cvent's share price declined from \$35.45 per share on December 29, 2015 to a low of \$19.55 on February 19, 2016. In the view of Cvent management, the stock price decline was part of a general decline in the valuations for companies in the Software-as-a-Service (or SaaS) industry, along with a broader stock market decline that was occurring at the time.

On March 3, 2016, a representative of a strategic party that had previously engaged in several discussions with Cvent in 2014 and early 2015 regarding a potential acquisition of Cvent, which we refer to as Party A, called Reggie Aggarwal, the President, Chief Executive Officer and Chairman of Cvent, to arrange a meeting for the following day. On March 4, 2016, Mr. Aggarwal met with the representative of Party A in which Party A discussed, on an exploratory basis, Party A's preliminary interest in a potential acquisition of Cvent. Mr. Aggarwal informed the representative of Party A that he did not consider Cvent's stock price at that time to reflect Cvent's long term value and therefore did not personally believe that it was in the best interest of the stockholders to sell Cvent, however, that Cvent and its Board of Directors would always be open to conversations and consider bona fide acquisition proposals in good faith with a view to enhancing shareholder value.

On March 3, 2016, a representative of Morgan Stanley introduced Mr. Aggarwal to a representative of a financial sponsor, which we refer to as Party B. The following day, Mr. Aggarwal conveyed Cvent's standard investor presentation to Party B, after which Party B expressed interest in making a financial investment in Cvent as a public company. Mr. Aggarwal and Party B discussed Party B's investment interest during the meeting, but Mr. Aggarwal and Party B did not further discuss the idea following this meeting.

On March 9, 2016, the Compensation Committee of the Board of Directors (the Compensation Committee), in a regularly scheduled meeting, met to discuss the annual grant of equity long-term incentive awards (LTI Awards) to Cvent employees, including members of Cvent management. A representative of Pearl Meyer & Partners, LLC (Pearl Meyer), the Compensation Committee's independent consultant, reviewed with the Compensation Committee an updated analysis relating to the proposed annual grants, which Pearl Meyer had originally discussed with the Compensation Committee in a regular meeting of the committee held on December 17, 2015. The Compensation Committee discussed the new market conditions, and asked Pearl Meyer to recalibrate the planned LTI Awards in light of then-current market conditions, including but not limited to the recent volatility in the SaaS market, stockholder dilution concerns, and the need for a further analysis of equity award programs of Cvent's peer group. The Compensation Committee determined to defer the grant of the LTI Awards until Pearl Meyer could revise its analysis.

On March 17, 2016, Party A delivered an unsolicited, non-binding indication of interest to acquire Cvent for \$28.00-29.00 per share in cash, together with a proposed exclusivity agreement. A representative of Party A called Mr. Aggarwal that same day to discuss the indication of interest. Mr. Aggarwal (i) informed the representative of Party A that the proposed offer price was not the basis for a further conversation with the Board of Directors, and (ii) reiterated that he did not consider Cvent's current stock price reflective of Cvent's long term value.

On March 18, 2016, the Board of Directors held a special meeting with members of Cvent management and representatives of Morgan Stanley in attendance, and discussed, among other things, Party A's indication of interest, Cvent's standalone strategic plans and growth expectations. Cvent invited representatives of Morgan Stanley to the meeting due to Morgan Stanley's qualifications, expertise and reputation, its knowledge of and involvement in recent transactions in Cvent's industry, its knowledge of Cvent's business and affairs and its understanding of Cvent's business based on its long-standing relationship with Cvent, including serving as the lead underwriter in Cvent's initial public offering in 2013 and Cvent's secondary offering in 2014. Mr. Aggarwal indicated his reservations regarding Party A's offer price given that Cvent's current stock price did not appropriately reflect Cvent's long term value. Representatives of Morgan Stanley gave their preliminary views on Cvent's general strategic position, potential responses to Party A's preliminary indication of interest, and the various strategies and methods by which the Board of Directors might seek

to maximize shareholder value in the event the Board of Directors chose to explore a sale or other strategic transaction. At this meeting, Cvent s

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internal legal counsel also discussed the Board of Directors' fiduciary duties in the context of a potential sale of Cvent. The Board of Directors concluded that Morgan Stanley and Cvent management should perform additional analyses to better understand Cvent's standalone and strategic value alternatives in order to enable the Board of Directors to act on a fully informed basis if presented with another acquisition proposal from Party A. Near the conclusion of the meeting, all members of management left the meeting, and the independent directors of the Board of Directors met in an executive session.

On March 23, 2016, the Board of Directors held another special meeting with members of Cvent management, representatives of Morgan Stanley and Wilson Sonsini Goodrich & Rosati (Wilson Sonsini) in attendance. At this meeting, the representative of Wilson Sonsini addressed the Board of Directors' fiduciary duties in connection with a possible sale of Cvent and made observations regarding topical legal issues implicated by a potential sale of Cvent. Cvent management discussed its then-current long term financial projections for the five year period of 2016 through 2020 (the Preliminary Projections), which Cvent maintained as part of its strategic planning process, including the assumptions used to project the future operating performance of Cvent (as more fully described below under the caption The Merger Cvent's Financial Projections). Cvent management informed the Board of Directors that it was considering revising certain assumptions underlying the Preliminary Projections, and that it would provide to the Board of Directors any updates to the Preliminary Projection recommended by management as soon as they were available. At an executive session at the end of meeting in which no representatives of Morgan Stanley were present, the Board of Directors was generally apprised of Morgan Stanley's prior advisory work with Party A and then approved Cvent's engagement of Morgan Stanley as its financial advisor to, among other things, evaluate Cvent's business and financial prospects, as well as possible strategic alternatives, including a potential sale of Cvent.

On March 27, 2016, the Board of Directors held another special meeting with members of Cvent management, representatives of Morgan Stanley, and a representative of Wilson Sonsini in attendance. At this meeting, following consultations with Morgan Stanley regarding the assumptions underlying the Preliminary Projections, the Board of Directors authorized Cvent management to revise the Preliminary Projections to better reflect the most likely standalone financial forecast of Cvent's business (as more fully described below under the caption The Merger Cvent's Financial Projections). Representatives of Morgan Stanley also gave their preliminary views regarding Cvent's valuation (based, in part, on the Preliminary Projections, while noting that its valuation analysis would be updated following receipt of the aforementioned revised financial forecasts), the possible effect on that valuation of changes to the Preliminary Projections based on the aforementioned revised financial forecasts, potential responses to Party A's preliminary indication of interest, and various strategies and methods by which the Board of Directors might seek to maximize shareholder value in the event the Board of Directors chose to explore a sale or other strategic transaction, including the prospect of initiating a market-check process to determine if other third parties might have interest in acquiring Cvent.

Following the foregoing discussions, the Board of Directors determined that the price range of \$28.00-29.00 per share reflected in Party A's preliminary indication of interest did not reflect the long term value of Cvent. In light of the decline in valuations of SaaS companies since the beginning of the year, as well as the ongoing risks and challenges presented by this development, the Board of Directors and Cvent management also agreed that Cvent should determine if Party A would be willing to increase its proposed price. Accordingly, the Board of Directors directed Cvent management to work with Morgan Stanley to communicate to Party A that its proposed price was inadequate, but that Cvent might be willing to engage in further conversations with Party A if it improved its proposed price. At this meeting, the Board of Directors also discussed with Morgan Stanley other third parties that could reasonably be expected to have interest in acquiring Cvent and the financial capability to do so, as well as potential strategies for engaging those parties in a discussion regarding a potential acquisition of Cvent, including the potential benefits to the Cvent's shareholders from any such outreach, such as the likelihood that a market check could generate additional interest in Cvent thereby increasing the likelihood that Party A would increase its proposed offer price for Cvent. The

Board of Directors also discussed with Morgan Stanley the risks and challenges that a broad market check could present, such as the potentials for leaks regarding a transaction and the distractions that would divert management's attention from operating the business. Following

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this discussion, the Board of Directors authorized Cvent management to engage with Party A to determine whether Party A's offer could be improved, and, subject to the outcome of the conversation with Party A, work with Morgan Stanley to potentially contact four additional parties selected by management in consultation with Morgan Stanley to gauge their interest in a potential acquisition of Cvent. These four parties were, together with Party A, in management's and Morgan Stanley's view, the most likely parties to have high levels of interest in Cvent and the financial capability to acquire Cvent at a premium price. It was noted that Party A requested exclusivity, and was unlikely, in light of its historical behavior, to enter negotiations with Cvent and its advisors without exclusivity, and therefore, potentially interested parties should be informed that time was of the essence. The Board of Directors also discussed with management and Morgan Stanley that any conversation with any parties regarding an acquisition should guide those parties to a price no lower than the mid-\$30's. The Board of Directors also proactively instructed Cvent management not to engage in any discussions with potential buyers regarding management's personal employment if a transaction were to occur, or the terms of such employment (including compensation and equity investments), during discussions regarding a potential acquisition of Cvent until further authorized by the Board of Directors.

On March 29, 2016, Mr. Aggarwal had a telephone call with a representative of Party A to inform Party A that the \$28.00-29.00 per share price reflected in Party A's preliminary indication of interest