

Edgar Filing: IRIS INTERNATIONAL INC - Form 8-K

IRIS INTERNATIONAL INC
Form 8-K
July 31, 2008

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report
(Date of Earliest Event Reported):
July 25, 2008

IRIS INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-11181 (Commission File Number)	94-2579751 (I.R.S. Employer Identification No.)
---	--	---

9172 Eton Avenue
Chatsworth, CA 91311
(Address of Principal Executive Offices/Zip Code)

(818) 709-1244
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(B))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4c)

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

Edgar Filing: IRIS INTERNATIONAL INC - Form 8-K

On July 25, 2008, our board of directors resolved to increase the size of the board from seven directors to eight, and appointed Edward F. Voboril as a director to fill the vacancy created upon the expansion in the size of the board. Mr. Voboril will receive an annual retainer of \$42,000, plus a travel stipend of \$1,250 per day, for travel more than four hours, when attending board and committee meetings. Upon his appointment, Mr. Voboril also received (a) an initial award of equity compensation with a Black-Scholes value of \$100,000, 25% in the form of restricted stock and 75% in the form of non-qualified stock options with a term of 10 years, which equity vests in equal quarterly installments over a one year period and (b) a pro-rated portion of the annual equity compensation paid to non-employee directors with a Black-Scholes value of \$91,666, 25% in the form of restricted stock and 75% in the form of non-qualified stock options with a term of 10 years, which equity vests in equal quarterly installments over a one year period.

Mr. Voboril previously served as the Chairman of the Board of Directors of Greatbatch, Inc. (NYSE: GB), developer, designer, and manufacturer of critical components for implantable medical devices, from 1997 until his retirement in January 2008. Mr. Voboril also served as that company's President and Chief Executive Officer from 1990 to August 2006. Mr. Voboril also currently serves as the Chairman of the Board of Analogic Corporation (NASDAQ: ALOG) and serves on its audit and nominating and corporate governance committees. Mr. Voboril has served on Analogic's board of directors since 1990.

Prior to his appointment as a member of our board of directors, Mr. Voboril did not have any material relationship with us and no such relationship is currently proposed. Mr. Voboril does not have any family relationships with any of our other directors or executive officers.

A press release announcing Mr. Voboril's appointment to the Board was issued by us on July 31, 2008, a copy of which is attached hereto as Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

The following exhibits are filed herewith:

Exhibit

Number Description

99.1 Press Release, dated July 31, 2008, published by IRIS International, Inc.

2

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

IRIS INTERNATIONAL, INC.

Edgar Filing: IRIS INTERNATIONAL INC - Form 8-K

Date: July 31, 2008

By: /s/ PETER DONATO

Peter Donato
Chief Financial Officer

3

EXHIBIT INDEX

EXHIBIT
NUMBER

DESCRIPTION

99.1	Press Release, dated July 31, 2008, published by IRIS International, Inc.
------	---

4