

MSC INDUSTRIAL DIRECT CO INC

Form 8-K

July 07, 2015

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 6, 2015

MSC Industrial Direct Co., Inc.

(Exact Name of Registrant as Specified in Its Charter)

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New York 1-14130 11-3289165  
(State or other jurisdiction of (Commission File Number) (IRS Employer Identification No.)  
incorporation)

75 Maxess Road, 11747  
Melville, New  
York  
(Address of (Zip  
principal executive Code)  
offices)

Registrant's telephone  
number, including area  
code: (516) 812-2000

Not Applicable  
(Former name or  
former address, if  
changed since last  
report)

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:

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-4(c))



ITEM 5.02 Departure of  
Directors or  
Certain  
Officers;  
Election of  
Directors;  
Appointment  
of Certain  
Officers;  
Compensatory  
Arrangements  
of Certain  
Officers

(b), (c) and (e) On July 6, 2015, MSC Industrial Direct Co., Inc. (the "Company") announced that Rustom Jilla has been appointed as the Company's Executive Vice President and Chief Financial Officer effective July 20, 2015. Mr. Jilla will succeed Jeffrey Kaczka, who will retire as Executive Vice President and Chief Financial Officer on July 20, 2015 and will assist Mr. Jilla with his transition to the position of Chief Financial Officer.

Mr. Jilla, age 54, most recently served from April 2013 through September 2014 as Chief Financial Officer of Demantic Group, a global provider of warehouse logistics and inventory management solutions. From September 2002 to April 2013, he served as Chief Financial Officer of Ansell Limited, a global leader in protective solutions with approximately \$1.6 billion in annual revenues, publicly traded on the Australian Securities Exchange. Prior to that, Rustom spent 12 years at The BOC Group, a U.K.-listed, multinational industrial gas company, where he held various Product Management and Finance leadership roles.

In connection with his appointment, Mr. Jilla received and has agreed to the terms of an offer letter (the "Offer Letter") providing for (i) an annual base salary of \$475,000 and (ii) a restricted stock award with a grant date value of \$500,000, which will vest 20% on each of the first, second, third, fourth and fifth anniversaries. Mr. Jilla will be eligible for annual incentive bonus awards and annual equity grants beginning in fiscal 2016, and will be entitled to participate in all of the employee benefit plans available to executives.

A copy of the Offer Letter is attached as Exhibit 10.1 to this Form 8-K and is incorporated by reference herein. The foregoing description of the Offer Letter is qualified in its entirety by reference to the full text of such exhibit.

On July 6, 2015, the Company issued a press release announcing the appointment of Mr. Jilla and the retirement of Mr. Kaczka. The entire text of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit Index

Exhibit No.

|      | Description  |
|------|--|
| 10.1 | Rustom Jilla Offer Letter, effective July 6, 2015.                           |
| 99.1 | Press Release, dated July 6, 2015, issued by MSC Industrial Direct Co., Inc. |

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SIGNATURES

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.

MSC INDUSTRIAL DIRECT CO., INC.

Date: July 6, 2015 By: /s/ Jeffrey Kaczka  
Name: Jeffrey Kaczka  
Title: Executive Vice President and Chief

Financial Officer

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Exhibit Index

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