

APPLIED INDUSTRIAL TECHNOLOGIES INC
Form 8-K
August 13, 2012

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): August 9, 2012

APPLIED INDUSTRIAL TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

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|---|-----------------------------|---|
| OHIO | 1-2299 | 34-0117420 |
| (State or Other Jurisdiction of Incorporation or Organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

One Applied Plaza, Cleveland, Ohio 44115
(Address of Principal Executive Officers) (Zip Code)

Registrant's Telephone Number, Including Area Code: (216) 426-4000

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-4(c))

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

(e) Compensatory Arrangements of Certain Officers.

On August 9, 2012, the Executive Organization & Compensation Committee (the “Committee”) of the Board of Directors of Applied Industrial Technologies, Inc. (“Applied”), adopted the 2013 Management Incentive Plan and issued long-term incentive awards to the executive officers pursuant to, and consistent with the terms of, Applied’s 2011 Long-Term Performance Plan.

1. 2013 Management Incentive Plan.

The Committee adopted the fiscal 2013 Management Incentive Plan (the “MIP”), a program for rewarding executive officers for achieving annual goals. The size of the incentive payments depends on performance relative to goals set by the Committee for net income and cash flow from operations. A copy of the updated MIP General Terms is attached as Exhibit 10.01 to this Form.

2. Long-Term Incentive Awards.

The Committee made the following long-term incentive awards to the executive officers:

a. Stock Appreciation Rights. A copy of updated Stock Appreciation Rights Award Terms and Conditions is attached as Exhibit 10.02 to this Form.

b. Restricted Stock Units. A copy of updated Restricted Stock Units Terms and Conditions is attached as Exhibit 10.03 to this Form.

c. Performance Shares. A copy of updated Performance Shares Terms and Conditions is attached as Exhibit 10.04 to this Form.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

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|-------|--|
| 10.01 | Management Incentive Plan General Terms |
| 10.02 | Stock Appreciation Rights Award Terms and Conditions |
| 10.03 | Restricted Stock Units Terms and Conditions |
| 10.04 | Performance Shares Terms and Conditions |

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, thereunto duly authorized.

APPLIED INDUSTRIAL TECHNOLOGIES, INC.
(Registrant)

By: /s/ Fred D. Bauer
Fred D. Bauer, Vice President-General Counsel & Secretary

Date: August 13, 2012

EXHIBIT INDEX

| Exhibit No. | Description |
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