

Edgar Filing: ROGERS CORP - Form 8-K/A

ROGERS CORP  
Form 8-K/A  
May 10, 2006

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

FORM 8-K/A

(Amendment No. 1)

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

Date of Report (Date of earliest event reported) March 16, 2006

Rogers Corporation

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(Exact Name of Registrant as Specified in Its Charter)

Massachusetts	1-4347	06-0513860
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(State or other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

One Technology Drive  
P.O. Box 188  
Rogers, Connecticut

06263-0188

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(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code (860) 774-9605

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))

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On March 16, 2006, the Compensation and Organization Committee (the "Committee") of the Board of Directors of Rogers Corporation ("Rogers") approved awards of restricted stock to certain executive officers (the "2006 Awards"). The 2006 Awards are subject to the achievement of a pre-established performance goal relating to the cumulative annual growth in earnings per share of Rogers capital stock during fiscal years 2006, 2007 and 2008 as set by the Committee. No shares of restricted stock will be issued unless and until such performance goal is met. The 2006 Awards were granted pursuant to Rogers' 2005 Equity Compensation Plan (the "2005 Plan") and will vest pursuant to the performance goal established for the 2006 Awards. The form of Performance-Based Restricted Stock Award Agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

The 2006 Awards were granted to the following executive officers for the purpose of more closely aligning the interests of the grantees with the interests of the Company's shareholders and providing an incentive for those individuals to work for the Company's long-term success:

Name/Title	Target Number of Shares
Robert C. Daigle Vice President of Research & Development and Chief Technology Officer	1,600
Paul B. Middleton Corporate Controller	1,050
John A. Richie Vice President, Human Resources	1,450
Robert M. Soffer Vice President, Treasurer and Secretary	1,050
Robert D. Wachob President and Chief Executive Officer	7,000

The exact number of shares of restricted stock that will be issued to each of the executive officers listed above will depend upon where the actual performance achieved during fiscal years 2006, 2007 and 2008 falls on a performance scale set by the Committee, which ranges from 0% to 200% of the target number of shares specified above.

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Also on March 16, 2006, the Committee approved a special 2005 bonus of \$20,000 for Paul B. Middleton, Corporate Controller, for his efforts as Acting Chief Financial Officer.

ITEM 9.01 Financial Statements and Exhibits

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(c) Exhibits.

Exhibit No.	Description
10.1*	Form of Performance-Based Restricted Stock Award Agreement under the 2005 Plan, filed herewith.

\* Management Contract.

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.

ROGERS CORPORATION

By: /s/ Robert M. Soffer

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Name: Robert M. Soffer

Title: Vice President, Treasurer and Secretary

Date: May 10, 2006

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EXHIBIT INDEX

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