

Edgar Filing: ENGINEERED SUPPORT SYSTEMS INC - Form 8-K

ENGINEERED SUPPORT SYSTEMS INC
Form 8-K
February 18, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) February 18, 2005

ENGINEERED SUPPORT SYSTEMS, INC.

(Exact Name of Registrant as Specified in Charter)

MISSOURI (State of Incorporation)	0-13880 (Commission File No.)	43-1313242 (IRS Employer Identification No.)
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201 Evans Lane, St. Louis, Missouri (Address of principal executive officer)	63121 (Zip Code)
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Registrant's telephone number including area code: (314) 553-4000

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:

- 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 8.01 Other Events.

In its proxy statement for its Annual Meeting of

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Shareholders to be held on March 1, 2005, the Company has requested approval of the Engineered Support Systems, Inc. 2005 Non-Executive Stock Option Plan (the "Plan") and the reservation of 400,000 shares of Engineered Support Systems, Inc. common stock for future issuance under the Plan. In order to facilitate approval of this proposal and assuage any shareholder concerns regarding the number of options the Company intends to grant during the next three fiscal years beginning with fiscal 2005, the Board of Directors of the Company commits to the Company's shareholders that the Company will limit the grant of options from all Company plans such that the three-year average of annual option grants to total outstanding shares (determined by reference to the number of shares subject to option grants within a given fiscal year divided by the number of shares that the Company believes will be outstanding at the end of such fiscal year) will not exceed 3%.

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.

ENGINEERED SUPPORT SYSTEMS, INC.

Date: February 18, 2005

BY: /s/ Gary C. Gerhardt

Gary C. Gerhardt
Vice Chairman and Chief
Financial Officer