

APAC CUSTOMER SERVICE INC  
Form 8-K  
April 05, 2006

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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):

March 30, 2006

APAC Customer Services, Inc.

(Exact name of registrant as specified in its charter)

Illinois  

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(State or other jurisdiction  
of incorporation)

0-26786  

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(Commission  
File Number)

36-2777140  

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(I.R.S. Employer  
Identification No.)

Six Parkway North, Deerfield, Illinois  

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(Address of principal executive offices)

60015  

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(Zip Code)

Registrant's telephone number, including area code:

847-374-4980

Not Applicable

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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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On March 30, 2006, the Compensation Committee of the Board of Directors of APAC Customer Services, Inc. (the "Company") took the following actions with respect to the compensation of Robert J. Keller, President and Chief Executive Officer of the Company. Specifically, it determined to increase Mr. Keller's annual salary from \$400,000 to \$440,000 effective April 3, 2006. In addition, the Compensation Committee awarded Mr. Keller a grant of 100,000 restricted shares of common stock of the Company under the APAC Customer Services, Inc. 2005 Incentive Stock Plan. The restricted common shares will become unrestricted and fully vested on March 30, 2008; provided the Company meets certain performance objectives during the fourth quarter of 2006. A copy of the form of Restricted Stock Award Agreement is attached as Exhibit 10.1 and incorporated in this filing in its entirety.

**Item 9.01 Financial Statements and Exhibits.**

10.1 Form of Restricted Stock Award Agreement.

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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.

APAC Customer Services, Inc.

*April 5, 2006*

*By: George H. Hepburn*

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*Name: George H. Hepburn*

*Title: Senior Vice President and Chief Financial Officer*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
10.1	Form of Restricted Stock Award Agreement