

IROBOT CORP  
Form 8-K  
June 02, 2009

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**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): May 28, 2009**  
**iROBOT CORPORATION**  
(Exact Name of Registrant as Specified in its Charter)  
**Delaware**  
(State or Other Jurisdiction of Incorporation)

**000-51598**

**77-0259335**

(Commission File Number)

(IRS Employer Identification No.)

**8 Crosby Drive, Bedford, Massachusetts**

**01730**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(781) 430-3000**

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))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the annual meeting of stockholders of iRobot Corporation (the Company) held on May 28, 2009, the stockholders of the Company approved an amendment to the Company's 2005 Stock Option and Incentive Plan (the 2005 Plan). The amendment amends and restates Section 14 (Amendments and Termination) of the 2005 Plan to allow the administrator of the 2005 Plan, with prior stockholder approval, to exercise its discretion to reduce the exercise price of outstanding stock options or stock appreciation rights or effect repricing through cancellation and re-grants, including cancellation in exchange for cash.

A copy of the 2005 Plan, as amended and restated through May 28, 2009, is filed as Exhibit 10.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

- 10.1 2005 Stock Option and Incentive Plan, as amended and restated through May 28, 2009, and forms of agreements thereunder.
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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.

iRobot Corporation

June 2, 2009

By: /s/ Glen D. Weinstein

Name: Glen D. Weinstein

Title: General Counsel and Secretary

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
10.1	2005 Stock Option and Incentive Plan, as amended and restated through May 28, 2009, and forms of agreements thereunder.