

KVH INDUSTRIES INC \DE\
Form 8-K
March 18, 2014

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 12, 2014

KVH Industries, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware	0-28082
(State or Other Jurisdiction	(Commission
of Incorporation)	File Number)
05-0420589	
(IRS Employer Identification No.)	
50 Enterprise Center	02842
Middletown, RI	
(Address of Principal Executive Offices)	(Zip Code)
Registrant's telephone number, including area code: (401) 847-3327	
(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 (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 240.14d-2(b))
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DEPARTURES OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;
ITEM 5.02. APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN
OFFICERS

(e) Compensatory Arrangements of Certain Officers

On March 12, 2014, the Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of KVH Industries, Inc. (the “Company”) approved two formulas for calculating the 2014 cash bonuses that will be payable in 2015 with respect to the Company’s “named executive officers” (as defined in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 25, 2013) (the “Named Executive Officers”), one formula for Named Executive Officers in charge of business units and one formula for all other Named Executive Officers.

The Compensation Committee also established a target bonus for each Named Executive Officer, ranging from 40% of annual base salary to (in the case of the President, Chief Executive Officer and Chairman of the Board) 90% of annual base salary, and these bonuses will be payable if revenue and earnings before interest, taxes, depreciation, amortization and equity-based compensation (inclusive of the executive bonus payout) (“Adjusted EBITDA”) falls within stated ranges, as determined by the Compensation Committee.

Bonuses for Named Executive Officers in Charge of Business Units

The Compensation Committee approved a formula for the bonuses of Mr. Brent Bruun, our Executive Vice President, Mobile Broadband Group, and Mr. Daniel Conway, our Executive Vice President, Guidance and Stabilization Group, our two Named Executive Officers in charge of business units, based 50% on business unit performance goals, 25% based on corporate performance goals and 25% based on individual performance goals. The portions of the bonus plan for these executives based on achieving business unit performance goals and corporate performance goals each use a sliding scale to determine bonus amounts based on the degree of achievement of the Company’s goals in 2014 in revenue and Adjusted EBITDA for the business unit and for the company as a whole, respectively. The portion of the bonuses based on individual performance goals for these executives is based solely on the discretion of the Compensation Committee.

The bonus payments based on business unit performance goals and corporate performance goals use the same sliding scale. The bonus payments based on business unit performance and corporate performance will be 100% for these executives if the Company achieves its budgeted targets for revenue and Adjusted EBITDA for the business unit or the company as a whole, as applicable. The threshold for payment of each such bonus is achievement of 100% of the budgeted target for revenue and 85% of the budgeted target for Adjusted EBITDA for the business unit or the company as a whole, as applicable. At this level of achievement, 50% of the relevant bonus will be earned. The maximum bonus payment for business unit performance or corporate performance will be awarded if the Company exceeds its budgeted targets for revenue and Adjusted EBITDA for the business unit or the company as a whole, as applicable, by 15% and 25%, respectively, in which case the payment will be 233% of the target bonus for business unit performance or corporate performance, as applicable.

Bonuses for Other Executives

The Compensation Committee approved a formula for determining the bonuses of our other Named Executive Officers, including Mr. Martin Kits van Heyningen, our President, Chief Executive Officer and Chairman of the Board, Mr. Peter Rendall, our Chief Financial Officer, and Mr. Robert Balog, our Senior Vice President, Engineering, based 75% on corporate performance goals and 25% on individual performance goals. The portion of the bonus plan based on achieving corporate performance goals uses a sliding scale to determine bonus amounts based on the degree of achievement of the Company's goals in 2014 in revenue and Adjusted EBITDA. The portion of the bonuses based on individual performance for such executives is based solely on the discretion of the Compensation Committee. The bonus payments based on corporate performance goals use the same formula as described above for Messrs. Bruun and Conway.

The Compensation Committee retained the discretion to make adjustments to any bonus calculation under the plan.

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.

Date: March 18, 2014

KVH INDUSTRIES, INC.

BY: /s/ PETER A. RENDALL

Peter A. Rendall

Chief Financial Officer