

WABCO Holdings Inc.
Form 8-K
October 24, 2011

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): October 24, 2011 (October 18, 2011)

WABCO HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-33332
(Commission

File Number)

20-8481962
(I.R.S. Employer

Identification No.)

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Chaussee de Wavre, 1789 1160 Brussels, Belgium

One Centennial Avenue, P.O. Box 6820, Piscataway, NJ

(Address of principal executive offices)

Registrant's telephone number, including area code: 32-2-663-9-800

08855-6820

(zip code)

Check the appropriate box below if the Form 8-K 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) As disclosed in the Company's press release on October 21, 2011, the Board of Directors ("Board"), on October 18, 2011 elected Mary L. Petrovich to the Board, filling a vacancy resulting from an increase in the size of the Board to nine members. Ms. Petrovich's appointment will be effective November 1, 2011, and she will serve on the Audit Committee.

As a member of the Board, Ms. Petrovich will receive the following pursuant to the Company's current director compensation policy:

An initial retainer of \$50,000 paid in the form of deferred stock units;

An annual retainer of \$110,000, which shall be paid part in cash (\$55,000 payable in four equal quarterly installments) and part in the form of deferred stock units (\$55,000); and

Meeting fees of \$1,500 per day for in-person meetings and \$750 for each telephonic board meeting. Ms. Petrovich will also be entitled to the reimbursement of travel expenses; travel insurance; coverage under the Company's Director and Officer Insurance Policy. Ms. Petrovich will also receive a contractual indemnification agreement, which the Company provides to all of its directors and executive officers.

(e) On October 18, 2011, the Board approved an incentive pay recoupment policy ("Clawback Policy"). The Clawback Policy will require the Company to recover from any current or former executive officer, as defined in Rule 3b-7 under the Securities Exchange Act of 1934, as amended, any compensation received under the Company's 2012 Annual Incentive Plan, assuming such compensation was received by such executive officer during the three-year period preceding the date by which the Company files an accounting restatement due to material non-compliance with any financial reporting requirement under the federal securities laws. The amount to be recovered is the difference, if any, between what such executive officer received and what such executive officer would have received had the financial measures against which payments were calculated been impacted by the accounting restatement. Under the Clawback Policy, the Company's board of directors, based upon recommendations from the Compensation, Nominating and Governance Committee, shall enforce the Clawback Policy and shall have the discretion to determine how much will be recouped from such executive officer.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are furnished as part of this Report to the extent described in Item 5.02.

Exhibit

No.	Description of Document
99.1	Press Release dated October 21, 2011

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: October 24, 2011

WABCO HOLDINGS INC.

By:	/s/ VINCENT PICKERING
Name:	Vincent Pickering
Title:	Chief Legal Officer and Secretary

Exhibit Index

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No.	Description of Document
99.1	Press Release dated October 21, 2011