

ABX AIR INC  
Form 8-K/A  
July 12, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K/A**  
**Amendment No. 2**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 9, 2005**

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**ABX AIR, INC.**

(Exact name of registrant as specified in its charter)

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**DE**  
(State or other jurisdiction  
of incorporation)

**0-50368**  
(Commission File No.)

**91-1091619**  
(IRS Employer  
I.D. No.)

**145 Hunter Drive, Wilmington, OH 45177**  
(Address of principal executive offices) (Zip Code)

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**Registrant's telephone number, including area code: (937) 382-5591**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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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 1.01 Entry into a Material Definitive Agreement**

The Corporation's stockholders approved and adopted the ABX Air, Inc. 2005 Long-Term Incentive Plan (the Plan) at the Annual Stockholders Meeting held on May 5, 2005. A copy of the Plan was included as Appendix G to the Corporation's 2005 Proxy Statement.

On June 9, 2005, the Compensation Committee of the Board of Directors approved and authorized the grant of performance-based stock units and restricted stock to the executive officers and senior management of the Corporation, based on the recommendations of a nationally recognized human resources consulting firm. The following grants were made to the named executive officers of the Corporation:

| <u>Position</u>                                  | <u>Name</u>          | <u>Number of<br/>Performance<br/>Stock Units</u> | <u>Number of<br/>Shares of<br/>Restricted<br/>Stock</u> |
|--|----------------------|--|---|
| President & Chief Executive Officer              | Joseph C Hete        | 51,400   | 31,600  |
| Senior Vice President, Maintenance & Engineering | Dennis A. Manibusan  | 18,450   | 11,400  |
| Senior Vice President, Ground Operations         | Thomas W. Poynter    | 14,100   | 8,600   |
| Senior Vice President, Flight Operations         | Robert J. Morgenfeld | 20,250   | 12,500  |
| Vice President, Materials Management & Contracts | John A. Jessup       | 8,850  | 5,500   |

On that same date, the Board of Directors of the Corporation approved and authorized the grant of restricted stock units to each of the independent directors of the Corporation. The following grants were made to the independent directors:

| <u>Name</u>        | <u>Number of<br/>Restricted<br/>Stock Units</u> |
|--------------------|---|
| James H. Carey     | 6,400   |
| John D. Geary      | 6,400   |
| Jeffrey J. Vorholt | 6,400   |
| James E. Bushman   | 6,400   |

The grants are subject to the terms of the Plan and the related award agreements, forms of which are filed as Exhibits 10(a), 10(b) and 10(c) to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>                                    |
|--------------------|---|
| 10(a)              | Revised Performance-based Stock Unit Award Agreement. |

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- 10(b) Time-based Restricted Stock Award Agreement.
- 10(c) Time-based Restricted Stock Unit Award Agreement.

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 thereunto duly authorized.

ABX AIR, INC.

By: /s/ W. Joseph Payne

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W. Joseph Payne  
Vice President

General Counsel & Secretary

Date: July 12, 2005