

GENESEE & WYOMING INC  
Form 8-K  
February 12, 2008

**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): February 6, 2008**

**Genesee & Wyoming Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-31456**  
(Commission File Number)

**06-0984624**  
(I.R.S. Employer  
Identification No.)

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66 Field Point Road,

Greenwich, Connecticut  
(Address of principal executive offices)

06830  
(Zip Code)

Registrant's telephone number, including area code: (203) 629-3722

Not Applicable

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))

**Item 8.01. Entry into a Material Definitive Agreement.**Establishment of 2008 Bonus Targets.

On February 6, 2008, the Compensation Committee (the Committee) of the Board of Directors of Genesee & Wyoming Inc. (the Company) approved the key terms of the Company's annual cash bonus plan, which is incorporated under the Company's Amended and Restated 2004 Omnibus Incentive Plan (the Plan). As set forth in the Plan, which was most recently approved by the Company's stockholders at the 2007 Annual Meeting of stockholders, the Committee may choose from a range of defined performance measures. For fiscal year 2008, as was the case in the prior years, the Committee approved financial and safety performance goals and bonus formulas under the Company's Genesee Value Added methodology. The Genesee Value Added corporate financial performance goals for the Company and each of its regions are derived from return on invested capital measurements. The Genesee Value Added corporate safety performance goals for the Company and each of its regions are derived from ratios of the number of reportable injuries, as defined by the Federal Railroad Administration, to man hours worked. The following table illustrates the 2008 target amount of annual cash bonus payments for senior executives of the Company, as well as the relative weights assigned to each performance measure for such individuals:

| Principal Position                    | Target Annual Cash Bonus Amount as a percentage of base salary | Relative weighting of different criteria in determining Annual Cash Bonus Amount |                              |                              |
|---------------------------------------|--|--|------------------------------|------------------------------|
|                                       |  | Corporate Financial Performance  | Corporate Safety Performance | Individual Performance Goals |
| Executive Chairman                    | 50%  | 85%  | 15%                          |                              |
| President and Chief Executive Officer | 70%  | 85%  | 15%                          |                              |
| Chief Financial Officer               | 50%  | 85%  | 15%                          |                              |
| Chief Operating Officer               | 50%  | 80%  | 20%                          |                              |
| General Counsel & Corporate Secretary | 40%  | 50%  | 15%                          | 35%                          |
| Chief Accounting Officer              | 35%  | 50%  | 15%                          | 35%                          |
| Most other Corporate Officers         | 35%-50%  | 35%-85%  | 15%                          | 0%-50%(1)                    |

(1) Certain other corporate executives with non-operational responsibilities also have individual performance goals, which are tied to the attainment of strategic or operational initiatives and vary depending on the positions held by such persons.

Corporate financial performance based bonuses can vary from zero to 200% of the target bonus amounts. To the extent that the Company generates a financial performance based bonus amount that would otherwise be greater than 200% of the target bonus amount or less than zero, the excess amount (positive or negative, as applicable) is carried forward to determinations of the subsequent year's bonus amount. However, no employee has any right to the excess positive amounts if his or her employment ends prior to the payment of such excess amounts, and no employee has any obligations related to excess negative amounts if his or her employment terminates. Safety performance based bonuses can vary from zero to 200% of the target bonus amounts.

The actual bonuses payable for fiscal year 2008 (if any) will vary depending on the extent to which actual performance meets, exceeds or falls short of the goals approved by the Committee.

Payment of 2007 Bonuses to Certain Executive Officers.

On February 6, 2008, the Committee approved the payment of annual cash bonuses to certain executive officers, which were calculated pursuant to the Company's 2007 performance compared to financial and safety performance targets established in accordance with the previously disclosed Company's Genesee Value Added methodology in February 2007. The amounts are as set forth below:

| <b>Principal Position</b>               | <b>2007 Bonus Payments</b> |
|---|----------------------------|
| Executive Chairman                      | \$ 507,000                 |
| President and Chief Executive Officer   | \$ 471,000                 |
| Chief Financial Officer                 | \$ 196,000                 |
| Chief Operating Officer                 | \$ 232,000                 |
| General Counsel and Corporate Secretary | \$ 86,000                  |
| Chief Accounting Officer                | \$ 70,000                  |

**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.

GENESEE & WYOMING INC.

February 12, 2008

By: /s/ Allison M. Fergus  
Name: Allison M. Fergus  
Title: General Counsel & Corporate Secretary