

SOLTA MEDICAL INC
Form 8-K
March 28, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

March 26, 2012

Date of Report (date of earliest event reported)

SOLTA MEDICAL, INC.

(Exact name of Registrant as specified in its charter)

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(State or other jurisdiction of
incorporation or organization)

(Commission

(I.R.S. Employer

File Number)

25881 Industrial Boulevard, Hayward, California 94545

Identification Number)

(Address of principal executive offices)

(510) 782-2286

(Registrant's telephone number, including area code)

N/A

(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 240.13e-4(c))

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

(e) On March 26, 2012, the Compensation Committee of the Company's Board of Directors approved the Company's 2012 corporate bonus plan. The purpose of the bonus plan is to reward employees for successful achievement of certain corporate performance goals based on revenue, operating income and management performance objectives during fiscal year 2012.

Except for certain of the Company's sales representatives who are under a sales compensation plan, all full-time regular employees, including the executive officers, are eligible to participate in the 2012 corporate bonus plan. Eligible employees must remain employed by the Company at the time awards are paid out under the program in order to receive their awards, if any. The Compensation Committee may modify, amend, revoke or suspend the 2012 corporate bonus plan at any time in its sole discretion.

The Compensation Committee set target bonuses under the 2012 corporate bonus plan applicable to the Company's executive officers. If the Company's actual performance equals the goals approved by the Compensation Committee, the actual bonus payable may be up to 100% of the target bonus. The target bonus for Stephen J. Fanning, the Company's president and chief executive officer, is 80% of his base salary; the target bonus for John F. Glenn, the Company's chief financial officer, is 50% of his base salary; and for each other executive officer, the target bonus is 40% of his or her respective base salary.

Bonuses are payable based on actual achievement against six-month and 12-month performance targets in the categories of revenue, operating income and management performance objectives, with the revenue goal weighted at 34% and operating income and the performance targets weighted at 33% each of the total annualized bonus opportunity. Participants may receive additional bonus above the target bonus based on an accelerator formula for 12 month results that exceed target, and specified minimum amounts of revenue and net income must be achieved before any bonus may be paid, and if achieved at the minimum level the payout is 35% of the target bonus amount. The six-month bonus opportunity represents approximately 40% of the full-year bonus opportunity.

The Compensation Committee retains the discretion to increase, reduce or eliminate the bonus that otherwise might be payable under the 2012 corporate bonus plan based on actual performance as compared to the Company's goals.

On March 26, 2012, the Compensation Committee also approved a 2012 bonus plan for executive officers based on the performance of the Liposonix business acquired by the Company in the fourth quarter of 2011. This plan provides for cash bonus payments if a specified minimum target level of revenue is achieved and increases to the extent revenue exceeds this target. The amount of bonus is capped at an equal amount per executive. The Compensation Committee retains the discretion to increase, reduce or eliminate the bonus that otherwise might be payable under the 2012 Liposonix bonus 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.

SOLTA MEDICAL, INC.

Date: March 28, 2012

By: /s/ John F. Glenn
John F. Glenn
Chief Financial Officer

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th: 1; border-right-width: 1; border-bottom-width: 1"> Stock Option (Right to Buy) \$ 35.4303/31/2011 M
1,71211/30/200711/30/2014 Common Shares 1,712 \$ 35.43 10,288 D Stock Option (Right to Buy) \$
35.4304/01/2011 M 3,28811/30/200711/30/2014 Common Shares 3,288 \$ 35.43 7,000 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUEBER FREDERICK G 22801 ST. CLAIR AVENUE CLEVELAND, OH 44117			Sr. VP, General Counsel & Secy	

Signatures

/s/ Frederick G. Stueber 04/04/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares sold pursuant to a Rule 10b5-1 trading arrangement dated February 24, 2011.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.