

INDEPENDENT BANK CORP

Form 8-K

February 21, 2007

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K**

**Current Report Pursuant to Section 13 or 15 (d) of  
The Securities and Exchange Act of 1934**

**DATE OF REPORT:**

**February 15, 2007**

**(Date of Earliest Event Reported)**

**MASSACHUSETTS**

**(State or Other Jurisdiction of Incorporation)**

**1-9047**

**(Commission File Number)**

**04-2870273**

**(I.R.S. Employer Identification No.)**

**INDEPENDENT BANK CORP.**

**288 UNION ST., ROCKLAND, MA**

**(Address of Principal Executive Offices)**

**02370**

**(Zip Code)**

**NOT APPLICABLE**

**(Former Address of Principal Executive Offices)**

**(Zip Code)**

**781-878-6100**

**(Registrant's Telephone Number, Including Area Code)**

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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SIGNATURE

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**Table of Contents****ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT****Executive Compensation: Stock Option Award Grants**

On February 15, 2007 Independent Bank Corp. (the Company) awarded options to acquire shares of the Company's Common Stock pursuant to the Independent Bank Corp. 2005 Employee Stock Plan (the 2005 Plan) at a strike price of \$32.995 to employees of the Company and/or the Company's wholly-owned banking subsidiary Rockland Trust Company (Rockland Trust). In connection with that award the Company also awarded options to Executive Officers of the Company and/or of Rockland Trust from the 2005 Plan at a strike price of \$32.995, as follows:

| <b>Executive Officer</b> | <b>Position</b>  | <b># Shares Subject To Option</b> |
|--------------------------|--|-----------------------------------|
| Christopher Oddleifson   | President and Chief Executive Officer of the Company and of Rockland Trust                               | 25,000                            |
| Raymond G. Fuerschbach   | Senior Vice President, Human Resources, of Rockland Trust  | 5,000                             |
| Edward F. Jankowski      | Chief Technology and Operations Officer of Rockland Trust  | 5,000                             |
| Ferdinand T. Kelley      | Executive Vice President (Commercial Lending Division and Investment Management Group) of Rockland Trust | 10,000                            |
| Jane L. Lundquist        | Executive Vice President (Director of Retail Banking and Corporate Marketing) of Rockland Trust          | 8,000                             |
| Edward H. Seksay         | General Counsel of the Company and of Rockland Trust   | 5,000                             |
| Denis K. Sheahan         | Chief Financial Officer of the Company and of Rockland Trust   | 10,000                            |

The 2005 Plan is incorporated by reference to the Company's Definitive Proxy Statement for the 2005 Annual Meeting of Stockholders which was filed with the Securities Exchange Commission on March 11, 2005.

The stock options granted to Executive Officers were awarded with the same vesting schedule and term used for the stock option awards simultaneously made to all other Rockland Trust officers, namely a schedule that calls for vesting in equal annual increments over the five year period from the date of grant (*i.e.*, one-fifth vesting on each of February 15, 2008, February 15, 2009, February 15, 2010, February 15, 2011, and February 15, 2012) and a ten year term from the date of grant (*i.e.*, expiring on February

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15, 2017). The form of Option Agreements that will be used for the Executive Officers are incorporated by reference to the exhibits from the Form 8-K filed by the Company on December 20, 2005.

**Board Approves 2007 Cash Incentive Plan For Executive Officers:**

On February 15, 2007 the Independent Bank Corp. Board of Directors approved the Independent Bank Corp. And Rockland Trust Company 2007 Executive Officer Performance Incentive Plan (the 2007 Executive Incentive Plan ). The 2007 Executive Incentive Plan was created to provide salaried Executive Officers of the Company and Rockland Trust who are not entitled to sales commissions with a cash incentive program designed to motivate them to perform to their full potential and thereby assist the Company and Rockland Trust in achieving financial success.

The 2007 Executive Incentive Plan defines Award as a cash incentive payment made to Executive Officers pursuant to the 2007 Executive Incentive Plan. Awards under the 2007 Executive Incentive Plan will be determined as follows:

the CEO's Award will be determined by the product of the CEO's Target Award multiplied by the Bank Performance Adjustment Factor;

Awards for all Executive Officers other than the CEO will be determined from the product of the Participant's Target Award multiplied by the Bank Performance Adjustment Factor and multiplied by the Participant's Individual Performance Adjustment Factor.

The Award payable to any Participant, therefore, may be less than or more than the Participant's Target Award, depending upon: the level of the Company's performance against the performance criteria used to determine the Bank Performance Adjustment Factor; and, in the case of Executive Officers other than the CEO, whether the individual Executive Officer's Performance Goals and Objectives for 2007 used to determine the Individual Performance Adjustment Factor have been achieved.

The 2007 Executive Incentive Plan defines Target Award as an Executive Officer's base salary on November 30, 2007, multiplied by the target percentage established

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for that Executive Officer. The 2007 Executive Incentive Plan establishes the target percentages used to determine an Executive Officer's Target Award as follows:

| <b>Executive Officer</b> | <b>Target Percentage Of Base Salary Used To Determine Target Award</b> |
|--------------------------|--|
| Christopher Oddleifson   | Forty-Five Percent (45%)   |
| Raymond G. Fuerschbach   | Twenty Percent (20%)   |
| Edward F. Jankowski      | Twenty Percent (20%)   |
| Ferdinand T. Kelley      | Thirty Percent (30%)   |
| Jane L. Lundquist        | Thirty Percent (30%)   |
| Edward H. Seksay         | Twenty Percent (20%)   |
| Denis K. Sheahan         | Thirty Percent (30%)   |

The 2007 Executive Incentive Plan defines the Bank Performance Adjustment Factor as a factor determined by the level of the Company's performance against: specified threshold performance criteria for Operating Earnings Per Share measured before incentive payments to Executive Officers and all other Rockland Trust officers ( Operating EPS Before Incentive ) Return On Average Equity and Return On Average Assets; and, target and maximum performance criteria based upon Operating EPS Before Incentive. The range of the Bank Performance Adjustment Factor for the CEO, and for all Executive Officers other than the CEO, will primarily be determined from a range of possible percentages, on a linear basis, based upon the level of the Company's attainment against specified threshold, target, and maximum Operating EPS Before Incentive performance criteria, as follows:

|   | <b>Threshold<br/>Operating Earnings<br/>Per Share</b> | <b>Target<br/>Operating Earnings<br/>Per Share</b> | <b>Maximum<br/>Operating Earnings<br/>Per Share</b> |
|---|---|--|---|
| Range of Bank Performance Adjustment Factor for CEO                                       | Twenty-Five Percent (25%)                             | One Hundred Percent (100%)                         | Two Hundred Percent (200%)                          |
| Range of Bank Performance Adjustment Factor for all Executive Officers other than the CEO | Fifty Percent (50%)                                   | One Hundred Percent (100%)                         | One Hundred Twenty Five Percent (125%)              |

If, however, specified threshold levels for either Return On Average Equity or Return On Average Assets are not met, the Bank Performance Adjustment Factor percentage determined by the level of the Company's performance against specified threshold, target, and maximum Operating EPS Before Incentive performance criteria will be reduced to Seventy-Five Percent (75%) of what the Bank Performance Adjustment Factor

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percentage would have been using only the Operating EPS Before Incentive performance criteria.

The 2007 Executive Incentive Plan defines the Individual Performance Adjustment Factor as a factor (or factors) that will, when multiplied by an Executive Officer's Target Award and the Bank Performance Adjustment Factor, determine an Award. The Individual Performance Adjustment Factor is not applicable to the CEO. For all Executive Officers other than the CEO, the Individual Performance Adjustment Factor will be adjusted upward or downward within a possible range from zero (0.0) to one and seven-tenths (1.70) based upon an evaluation of the Executive Officer's achievement of individual performance goals and objectives during 2007.

The 2007 Executive Incentive Plan will be administered by the Board of the Company based upon the recommendations of the Compensation Committee of the Board. All determinations regarding the achievement of any performance goals, the achievement of individual performance goals and objectives, and the amount of any individual Award will be made by the Board, in its sole and absolute discretion, based upon the recommendations of the Compensation Committee. The Board's determinations under the 2007 Executive Incentive Plan need not be uniform and may be made selectively among persons who receive, or who are eligible to receive, an Award. Notwithstanding any other provision of the 2007 Executive Incentive Plan to the contrary, the Board reserves the right, in its sole and absolute discretion, to: make adjustments to the Bank Performance Adjustment Factor, within the range of parameters set forth in the 2007 Executive Incentive Plan, based upon one-time, non-recurring, or extraordinary events or any other reason that the Board deems appropriate; increase the award for the CEO up to a maximum of 1.25 times the amount that would be called for by the product of the CEO's Target Award multiplied by the Bank Performance Adjustment Factor; and, to reduce, including a reduction to zero, any Award to an Executive Officer otherwise payable.

**ITEM 8.01 OTHER EVENTS**

**Chief Executive Officer Trading Plan**

On or about February 16, 2007 Charles Schwab & Son, Inc. (the Broker) entered into a Trading Plan adopted in accordance with the provisions of Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, with Christopher Oddleifson, President and Chief Executive Officer of the Company. Pursuant to the Trading Plan, the Broker is instructed to purchase 250 shares of the Company's common stock for Mr. Oddleifson, at market rates, on the first trading day of each calendar month beginning in March 2007 and ending in February 2008.

Also, see Item 1.01 above regarding **Executive Compensation: Stock Option Award Grants and Board Approval of 2007 Cash Incentive Plan For Chief Executive Officer and Executive Officers.**

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**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned and hereunto duly authorized.

**INDEPENDENT BANK CORP.**

**DATE: February 21, 2007**

**BY: /s/ Edward H. Seksay**

EDWARD H. SEKSAY  
GENERAL COUNSEL