

HEARUSA INC  
Form 8-K  
September 11, 2009

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**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): **September 8, 2009**

**HearUSA, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**

(State or Other  
Jurisdiction of  
Incorporation)

**001-11655**

(Commission  
File Number)

**22-2748248**

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

**1250 Northpoint Parkway**

**West Palm Beach, Florida**

(Address of Principal Executive Offices)

**33407**

(Zip Code)

Registrant's telephone number, including area code:

**(561) 478-8770**

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)

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- O Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - O Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(e) *Form of Nonqualified Option Grant Agreement under Amended and Restated 2007 Incentive Compensation Plan.* Attached as Exhibit 10.1 is a form of Nonqualified Option Grant Agreement to be used by HearUSA, Inc. (the Company ) from time to time in connection with certain option grants, including grants to the Company's non-employee directors, under the stockholder-approved HearUSA Amended and Restated 2007 Incentive Compensation Plan.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

10.1 Form of Nonqualified Option Grant Agreement (pursuant to Amended and Restated 2007 Incentive Compensation Plan)

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**SIGNATURE**

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.

**HearUSA, Inc.**

(Registrant)

Date: September 11, 2009

By: /s/ Stephen J. Hansbrough  
Name: Stephen J. Hansbrough  
Title: Chairman and Chief Executive Officer

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
10.1*	Form of Nonqualified Option Grant Agreement (Amended and Restated 2007 Incentive Compensation Plan)

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\* Indicates management compensatory plan or arrangement.