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SEACOR HOLDINGS INC /NEW/
Form 8-K
March 02, 2007

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

Date of report (Date of earliest event reported) FEBRUARY 26, 2007

SEACOR HOLDINGS INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE	1-12289	13-3542736
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2200 ELLER DRIVE, FORT LAUDERDALE, FLORIDA	33316
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code (954) 523-2200

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 (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 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

(e) Compensatory Arrangements of Certain Officers

On February 26, 2007, after a review of performance and competitive market data, the Compensation Committee (the "Compensation Committee") of the Board of Directors (the "Board") of SEACOR Holdings Inc. (the "Company") (i) increased the annual base salaries of those officers of the Company who will be the "named executive officers" (as defined by Item 402(a)(3) of Regulation S-K) for purposes of the Company's proxy statement for the 2007 annual meeting of stockholders (the "Named Executive Officers"), (ii) awarded cash bonuses to the Named Executive Officers, (iii) granted stock awards to the Named Executive Officers, effective March 4, 2007, with a one year vesting period, (iv) granted stock awards to the Named Executive Officers, effective March 4, 2007, with five year vesting periods and (v) issued stock option awards to the Named Executive Officers, effective March 4, 2007, in the respective amounts set forth below.

NAME	TITLE	ANNUAL BASE SALARY	BONUS (1)	STOCK AWARDS ONE YEAR VESTING (NUMBER OF SHARES) (2)	STOCK AWARDS FIVE YEAR VESTING (NUMBER OF SHARES) (3)	OPTION AWARDS (NUMBER OF SHARES) (4)
Charles Fabrikant	Chairman, President and Chief Executive Officer	\$700,000	\$4,000,000	2,500	37,500	30,000
Richard Ryan	Senior Vice President and Chief Financial Officer	\$335,000	\$250,000	500	2,500	10,000
John Gellert	Senior Vice President	\$365,000	\$1,200,000	1,000	12,000	30,000
Randall Blank	Senior Vice President	\$375,000	\$1,144,844	--	3,045	--
Dick Fagerstal	Senior Vice President, Corporate Development and Treasurer	\$335,000	\$250,000	1,000	2,000	10,000

Notes:

(1) Sixty percent (60%) of the bonus is paid at the time of the award and the remaining forty percent (40%) is paid in two equal annual installments one and two years after the date of the grant provided that the employee remains employed with the Company at the time of payment. Any outstanding balance is payable upon the death, disability, qualified retirement, termination without "cause" of the employee, or the occurrence of a "change-in-control" of the Company.

(2) Shares will vest on March 4, 2008 provided that the employee remains employed with the Company at the time of vesting. Vesting will also occur upon the death, disability, qualified retirement, termination without "cause" of the employee, or the occurrence of a "change-in-control" of the Company.

(3) Shares of Restricted Stock will vest 20% each year over a five year period beginning March 4, 2008, provided that the employee remains employed with the Company at the time of vesting. Vesting will also occur upon the death, disability, qualified retirement, termination without "cause" of the employee, or the occurrence of a "change-in-control" of the Company.

(4) The exercise price of the Stock Options are determined quarterly beginning March 4, 2007 and 20% of the options will vest each year over a five year period beginning March 4, 2008, provided that the employee remains employed with the Company at the time of vesting. Vesting will also occur upon the death, disability, qualified retirement, termination without "cause" of the employee, or the occurrence of a "change-in-control" of the Company.

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.

SEACOR HOLDINGS INC.

Date: March 2, 2007

By: /s/ Dick Fagerstal

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Name: Dick Fagerstal
Title: Senior Vice President,
Corporate Development and
Treasurer