

KVH INDUSTRIES INC \DE\  
Form 8-K  
December 13, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): December 8, 2005

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**KVH Industries, Inc.**

(Exact Name of Registrant as Specified in Charter)

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

**0-28082**  
(Commission File Number)

**05-0420589**  
(IRS Employer Identification No.)

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50 Enterprise Center

Middletown, RI  
(Address of Principal Executive Offices)

02842  
(Zip Code)

Registrant's telephone number, including area code: (401) 847-3327

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))
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**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On December 8, 2005, the Board of Directors (the Board ) of KVH Industries, Inc. (the Company ) amended the Company s Amended and Restated 1996 Employee Stock Purchase Plan (the Plan. ) Among other technical changes, the Plan was amended to provide that the option price for shares of common stock purchased under the Plan will be equal to 85% of the fair market value of the common stock at the end of the offering period, rather than the lower of such amount or 85% of the fair market value of the common stock at the beginning of the offering period.

On December 9, 2005, the Compensation Committee of the Board of Directors (the Committee ) accelerated the vesting of existing out-of-the-money stock options that have exercise prices per share equal to or greater than ten percent (10%) above the closing market price on December 8, 2005. On such date, the closing market price was \$9.93. Accordingly, options to purchase approximately 271,000 shares of the Company s common stock became exercisable on December 9, 2005 as a result of this acceleration. These options have exercise prices ranging from \$10.99 to \$17.62 per share. The decision to accelerate the vesting of these stock options was made primarily to reduce the cumulative non-cash compensation expense that would have been recorded in the Company s Statement of Operations in future periods as a result of the adoption of FAS 123(R).

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits

- 10.1 KVH Industries, Inc. Amended and Restated 1996 Employee Stock Purchase Plan (furnished pursuant to Item 1.01).
- 10.2 Written Description of Option Acceleration on December 9, 2005.

**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.

**KVH INDUSTRIES, INC.**

**Date:** December 13, 2005

**BY:** /s/ **PATRICK J. SPRATT**  
**Patrick J. Spratt**  
**Chief Financial Officer**

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**EXHIBIT INDEX**

**EXHIBIT DESCRIPTION**

- |      |                                                                                                                |
|------|----------------------------------------------------------------------------------------------------------------|
| 10.1 | KVH Industries, Inc. Amended and Restated 1996 Employee Stock Purchase Plan (furnished pursuant to Item 1.01). |
| 10.2 | Written Description of Option Acceleration on December 9, 2005.                                                |