

VERSAR INC  
Form 8-K  
September 09, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): September 3, 2008**

**VERSAR, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**1-9309**

(Commission File Number)

**54-0852979**

(IRS Employer Identification No.)

**6850 Versar Center**

**Springfield, Virginia**

(Address of Principal Executive Offices)

**22151**

(Zip Code)

Registrant's telephone number, including area code: **(703) 750-3000**

**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:

- 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(e) Compensatory Arrangements of Certain Officers.**

On September 3, 2008, the Compensation Committee of the Board of Directors, consisting of all independent directors, took the following compensation actions:

Under the Fiscal Year 2008 Incentive Compensation Plan:

A. Cash Bonuses:

|                       |            |
|-----------------------|------------|
| Theodore M. Procriv   | \$ 211,900 |
| Lawrence W. Sinnott   | \$ 158,100 |
| James C. Dobbs        | \$ 56,700  |
| Jeffrey A. Wagonhurst | \$ 113,200 |
| Gina Foringer         | \$ 54,000  |
| Michael J. Abram      | \$ 43,300  |
| Paul W. Kendall       | \$ 52,900  |

B. Restricted Stock to be vested over a two year period:

|                       |              |
|-----------------------|--------------|
|                       | 17,000       |
| Theodore M. Procriv   | shares       |
|                       | 12,000       |
| Lawrence W. Sinnott   | shares       |
| James C. Dobbs        | 5,000 shares |
| Jeffrey A. Wagonhurst | 5,000 shares |
| Gina Foringer         | 5,000 shares |
| Paul W. Kendall       | 5,000 shares |
| Michael J. Abram      | 5,000 shares |

In addition, the Compensation Committee adjusted the salaries of the CEO and Executive Officers as follows:

|                       | New Salary | Increase  |
|-----------------------|------------|-----------|
| Theodore M. Procriv   | \$ 355,000 | \$ 25,000 |
| Lawrence W. Sinnott   | \$ 250,000 | \$ 40,000 |
| James C. Dobbs        | \$ 190,000 | \$ 10,000 |
| Jeffrey A. Wagonhurst | \$ 200,000 | \$ 15,000 |
| Gina Foringer         | \$ 170,000 | \$ 5,000  |
| Paul W. Kendall       | \$ 185,000 | \$ 5,000  |
| Michael J. Abram      | \$ 170,000 | \$ 5,000  |

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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.

Dated: September 9, 2008

VERSAR, INC.

By: /s/ James C. Dobbs

James C. Dobbs  
Senior Vice President and General Counsel

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