

ADESA INC  
Form 8-K  
May 02, 2005

**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): April 26, 2005**

**ADESA, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State of Incorporation)**

**1-32198**  
**(Commission File Number)**

**35-1842546**  
**(I.R.S. Employer Identification  
No.)**

**13085 Hamilton Crossing Boulevard**  
**Carmel, Indiana 46032**  
**(Address of principal executive offices)**  
**(Zip Code)**

**(800) 923-3725**  
**(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
  - 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*****Annual Management Incentive Plan Bonus Targets***

On April 26, 2005, the Executive Compensation Committee of the Board of Directors of ADESA, Inc. approved the bonus criteria to be used in determining the annual cash bonus payments to executive management for 2005 pursuant to the ADESA, Inc. 2004 Equity and Incentive Plan (the Plan). The Committee previously established Consolidated Income from Continuing Operations (CIFCO) and Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) as the objective financial performance measures for 2005. At the discretion of the Board of Directors, these financial measures are subject to adjustment for certain non-recurring or extraordinary transactions. Bonus targets for the named executive officers listed below range from 40 percent to 75 percent of base salary. Actual awards can range from 0 percent to 250 percent of the bonus target based on performance relative to the established financial measures. The Committee has the discretion to reduce up to 15% of the award determined by the financial measures. This discretion relates to the assessment of the executive's achievement on specific strategic goals.

| Name                 | Title  | Target (% of Base Salary) | CIFCO | Bonus Goal Weighting EBITDA |
|----------------------|--|---------------------------|-------|-----------------------------|
| David G. Gartzke     | Chairman, President and Chief Executive Officer  | 75%                       | 100%  | NA                          |
| James P. Hallet      | Executive Vice President of ADESA, Inc. and President of ADESA Corporation, LLC  | 50%                       | 50%   | ADESA Corp. 50%             |
| Cameron C. Hitchcock | Executive Vice President and Chief Financial Officer   | 50%                       | 100%  | NA                          |
| Bradley A. Todd      | Executive Vice President of ADESA, Inc., President of Automotive Finance Corporation and Chief Operating Officer of ADESA Corporation, LLC | 50%*                      | 100%* | NA                          |
| Brenda J. Flayton    | Executive Vice President and Chief Administrative Officer  | 40%                       | 100%  | NA                          |

\* Mr. Todd's bonus target and bonus target weighting for the first three months of 2005, prior to his promotion to Chief Operating Officer of ADESA Corporation, LLC, is 40 percent of his base salary weighted at 50% CIFCO and 50% EBTDA (earnings before taxes, depreciation and amortization) for Automotive Finance Corporation.

**Annual Management Compensation**

On April 26, 2005, the Executive Compensation Committee of the Board of Directors approved the annual base salaries, effective June 1, 2005, of the named executive officers listed below after a review of performance and competitive market data.

| <b>Name</b>          | <b>Title</b>   | <b>Base Salary Effective June 1, 2005</b> |
|----------------------|--|---|
| David G. Gartzke     | Chairman, President and Chief Executive Officer  | \$ 625,000                                |
| James P. Hallet      | Executive Vice President of ADESA, Inc. and President of ADESA Corporation, LLC  | \$ 447,000                                |
| Cameron C. Hitchcock | Executive Vice President and Chief Financial Officer   | \$ 370,000                                |
| Bradley A. Todd      | Executive Vice President of ADESA, Inc., President of Automotive Finance Corporation and Chief Operating Officer of ADESA Corporation, LLC | \$ 320,000                                |
| Brenda J. Flayton    | Executive Vice President and Chief Administrative Officer  | \$ 265,000                                |

**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, thereunto duly authorized.**

Dated: May 2, 2005

ADESA, INC.

/s/ Cameron C. Hitchcock  
 Cameron C. Hitchcock  
 Executive Vice President and Chief  
 Financial Officer