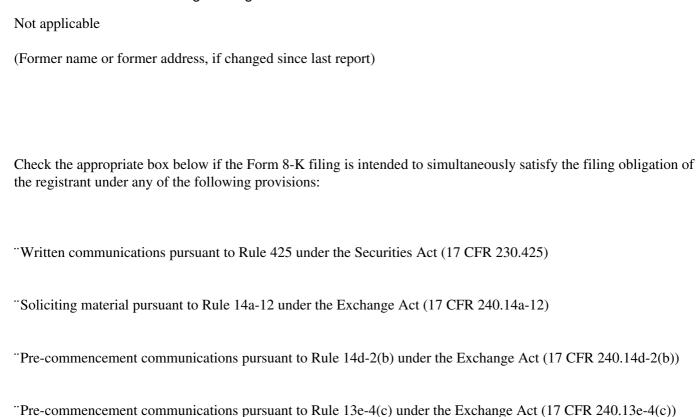
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WABASH NATIONAL CORP /DE

Form 8-K

February 25, 2013
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):
February 20, 2013
Vabash National Corporation  Exact name of registrant as specified in its charter)
Delaware 1-10883 52-1375208 State or other jurisdiction of incorporation) (Commission File No.) (IRS Employer Identification No.)
000 Sagamore Parkway South, Lafayette, Indiana 47905 Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: 765) 771-5310

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#### INFORMATION TO BE INCLUDED IN THE REPORT

**Section 5 – Corporate Governance and Management** 

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On February 20, 2013, the Board of Directors (the "Board") of Wabash National Corporation (the "Company") appointed Ann D. Murtlow to the Company's Board and to the Nominating and Corporate Governance and Compensation Committees. Ms. Murtlow is currently the principal in a consulting firm, AM Consulting LLC, which provides business strategy and leadership consulting to businesses, non-profit organizations and academic institutions. Prior to forming her own firm, Ms. Murtlow was an AES Corporation executive and became one of the few female CEO's in the electric utility industry. In her most recent position, she was the President and Chief Executive Officer at Indianapolis Power & Light Company. The appointment of Ms. Murtlow brings the Company's Board to seven members.

In connection with her appointment to the Board, Ms. Murtlow entered into the form of Director Indemnification Agreement adopted by the Board on July 30, 2009, which is attached as Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 4, 2009. Ms. Murtlow will be compensated consistent with the Company's policy for non-employee directors as in effect from time to time. Consistent with that policy, Ms. Murtlow will receive a pro-rated portion of the \$40,000 cash portion of the annual retainer for Board members for 2013 and, if reelected at the 2013 Annual Meeting of Stockholders, it is expected that she will receive the restricted stock portion of the annual retainer, which is paid in restricted stock having a value equivalent to \$75,000. The current policy for non-employee director compensation also provides a per meeting fee of \$1,800 for personal attendance at Board and Committee meetings or \$900 per meeting attended by telephone.

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### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### WABASH NATIONAL CORPORATION

/s/ Mark J. Weber

Date: February 25, 2013 By:

Mark J. Weber

Senior Vice President and Chief Financial Officer

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