

APAC CUSTOMER SERVICES, INC  
Form 8-K  
October 06, 2010

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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):

October 1, 2010

APAC Customer Services, Inc.

(Exact name of registrant as specified in its charter)

Illinois  
\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

0-26786  
\_\_\_\_\_  
(Commission  
File Number)

36-2777140  
\_\_\_\_\_  
(I.R.S. Employer  
Identification No.)

2201 Waukegan Road, Suite 300,  
Bannockburn, Illinois  
\_\_\_\_\_  
(Address of principal executive offices)

60015  
\_\_\_\_\_  
(Zip Code)

Registrant's telephone number, including area code:

847-374-4980

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))



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**Item 1.01 Entry into a Material Definitive Agreement.**

The information contained in Item 5.02 below is incorporated herein by reference.

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

On October 1, 2010 APAC Customer Services, Inc. (the "Company") and Arthur D. DiBari, Senior Vice President, Operations, finalized an amendment (the "Amendment") to Mr. DiBari's March 11, 2008 offer letter (the "Offer Letter"). The Amendment modified and supplemented the Offer Letter to reflect the following: (1) the promotion of Mr. DiBari to the position of Senior Vice President and Chief Operating Officer; (2) the increase of Mr. DiBari's annual base salary to \$325,000; (3) the increase of Mr. DiBari's eligible severance payments for a termination from 6 months of base salary to 12 months of base salary; and (4) the payment to Mr. DiBari of a one-time lump sum spot bonus in the amount of \$25,000 in connection with his service as Interim Chief Executive Officer. All other terms of the Offer Letter remain in full force and effect.

**Item 9.01 Financial Statements and Exhibits.**

Letter Amendment executed October 1, 2010 to offer of employment letter dated March 11, 2008.

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Generally, forward-looking statements include expressed expectations, estimates and projections of future events and financial performance and the assumptions on which these expressed expectations, estimates and projections are based. Statements that are not historical facts, including statements about the beliefs and expectations of the company and its management are forward-looking statements. All forward-looking statements are inherently uncertain as they are based on various expectations and assumptions about future events, and they are subject to known and unknown risks and uncertainties and other factors that can cause actual events and results to differ materially from historical results and those projected. Such statements are based upon the current beliefs and expectations of the company's management. The risks included below are not exhaustive. The company intends its forward-looking statements to speak only as of the date on which they were made. The company expressly undertakes no obligation to update or revise any forward-looking statements as a result of changed assumptions, new information, future events or otherwise.

The following factors, among others, could cause the company's actual results to differ from historic results or those expressed or implied in the forward-looking statements: its revenue is generated from a limited number of clients and the loss of one or more significant clients or reduction in demand for services could have a material adverse effect on the company; the performance of its clients and general economic conditions; its financial results depend on the ability

to effectively manage production capacity and workforce, the terms of its client contracts; its ability to sustain profitability; its availability of cash flows from operations and compliance with debt covenants and funding requirements under the company's credit facility; its ability to conduct business internationally, including managing foreign currency exchange risks and changes to laws in other countries; its principal shareholder can exercise significant control over the company; and its ability to attract and retain qualified employees; the potential for downward pricing pressures in its industry and other competitive factors; changes to government regulations; the effect of rapid technology changes; acts of God or other events outside its control; and the impact from unauthorized disclosure of sensitive or confidential client or customer data.

Other reasons that may cause actual results to differ from historic results or those expressed or implied in the forward-looking statements can be found in the company's Annual Report on Form 10-K for the fiscal year ended January 3, 2010 and its subsequent filings on Form 10-Q for the fiscal quarters ended April 4, 2010 and July 4, 2010. Our filings are available under the investor relations section of our website at <http://www.apaccustomerservices.com> and on a website maintained by the SEC at <http://www.sec.gov>.

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**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.

APAC Customer Services, Inc.

*October 6, 2010*

By: */s/ Robert B. Nachwalter*

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*Name: Robert B. Nachwalter*

*Title: SVP and General Counsel*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Letter Amendment between APAC Customer Services, Inc. and Arthur D. DiBari executed October 1, 2010 |