

ESCO TECHNOLOGIES INC
Form 8-K
November 08, 2011

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): November 3, 2011

ESCO TECHNOLOGIES INC.
(Exact Name of Registrant as Specified in Charter)

Missouri
(State or Other
Jurisdiction of
Incorporation)

1-10596
(Commission
File Number)

43-1554045
(I.R.S. Employer
Identification No.)

9900A Clayton Road, St. Louis, Missouri
(Address of Principal Executive Offices)

63124-1186
(Zip Code)

Registrant's telephone number, including area code: 314-213-7200

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 240.113d-4
(c))

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Today, November 8, 2011, the Registrant is issuing a press release (furnished herewith as Exhibit 99.1 to this report) announcing its fiscal year 2011 fourth quarter and year end financial and operating results. See Item 7.01, Regulation FD Disclosure below.

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

Fiscal Year 2012 Bonus Criteria

On November 3, 2011, the Human Resources and Compensation Committee (the “Committee”) of the Registrant’s Board of Directors took the following actions with respect to the fiscal year 2012 bonuses to be paid to the Registrant’s executive officers after the end of the fiscal year 2012. Each executive officer’s bonus target is equally divided between two plans: (i) the Performance Compensation Plan (the “PCP”) and (ii) the Incentive Compensation Plan For Executive Officers (the “ICP”):

1. Generally, the evaluation criteria set under the PCP are certain financial and individual measures. Under the PCP, the Committee approved the fiscal year 2012 evaluation criteria for the determination of the actual PCP bonuses to be paid to the executive officers after the end of fiscal year 2012. The Committee will evaluate and measure the performance of the executive officers based on the achievement of Registrant and individual objectives, weighted as follows: cash flow from operations – 70%; and individual objectives – 30%. The achievement of the objectives is measured utilizing a relevant matrix. The target multiplier for cash flow from operations under the PCP for fiscal 2012 ranges from 0.2 to 2.0 times the bonus target. The target multiplier for individual objectives ranges from 0 to 1.0 times the bonus target.
2. Generally, the evaluation criteria set under the ICP are certain financial measures such as earnings per share (“EPS”). Under the ICP, the Committee approved a fiscal year 2012 EPS matrix as the evaluation criterion for the determination of the actual ICP bonuses to be paid to the executive officers after the end of fiscal year 2012. The bonus target multiplier under the ICP for fiscal 2012 ranges from 0.2 to 2.0 times the bonus target.

Prior to November 3, 2011, the Committee had, for each of the above Plans, approved the fiscal year 2012 bonus targets for the executive officers, as follows: V.L. Richey—20% of fiscal year 2012 total cash compensation; G.E. Muenster—17.5% of fiscal year 2012 total cash compensation; and A.S. Barclay—15% of fiscal year 2012 total cash compensation.

Actual bonuses to be paid under each of the above Plans for fiscal year 2012 will vary from their respective bonus targets: (i) depending on the extent to which performance exceeds or falls below the fiscal year 2012 evaluation criteria described in paragraph 1 above, in the case of the PCP; and (ii) based upon the application of the fiscal year 2012 ICP EPS matrix described in paragraph 2 above, in the case of the ICP.

ITEM 7.01 REGULATION FD DISCLOSURE

Today, the Registrant is issuing a press release (Exhibit 99.1) announcing its fiscal year 2011 fourth quarter and year end financial and operating results. The Registrant will conduct a related Webcast conference call today at 4:00 p.m. central time. This press release will be posted on the Registrant’s web site located at

<http://www.escotechnologies.com>. It can be viewed through the “Investor Relations” page of the web site under the tab “Press Releases”, although the Registrant reserves the right to discontinue that availability at any time.

NON-GAAP FINANCIAL MEASURES

The press release furnished herewith as Exhibit 99.1 contains the financial measure “EBIT”, which is not calculated in accordance with generally accepted accounting principles in the United States of America (“GAAP”), in order to provide investors and management with an alternative method for assessing the Registrant’s operating results in a manner that is focused on the performance of the Registrant’s ongoing operations.

The Registrant defines “EBIT” as earnings before interest and taxes from continuing operations. The Registrant’s management evaluates the performance of its operating segments based in part on EBIT, and believes that EBIT is useful to investors to demonstrate the operational profitability of the Registrant’s business segments by excluding interest and taxes, which are generally accounted for across the entire Registrant on a consolidated basis. EBIT is also one of the measures used by management in determining resource allocations within the Registrant and incentive compensation.

The Registrant believes that the presentation of EBIT provides important supplemental information to management and investors regarding financial and business trends relating to the Registrant’s financial condition and results of operations. The Registrant’s management believes that this measure provides an alternative method for assessing the Registrant’s expected future performance that is useful because it facilitates comparisons with other companies in the Utility Solutions Group segment industry, many of which use similar non-GAAP financial measures to supplement their GAAP results. The Registrant provides this information to investors to enable them to perform additional analyses of present and future operating performance, compare the Registrant to other companies, and evaluate the Registrant’s ongoing financial operations.

The presentation of the information described above is intended to supplement investors’ understanding of the Registrant’s operating performance. The Registrant’s non-GAAP financial measures may not be comparable to other companies’ non-GAAP financial performance measures. Furthermore, the use of these measures is not intended to replace net earnings (loss), cash flows, financial position, comprehensive income (loss), or any other measure as determined in accordance with GAAP.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit No.	Description of Exhibit
99.1	Press Release dated November 8, 2011

OTHER MATTERS

The information in this report furnished pursuant to Item 2.02 and Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 as amended (“Exchange Act”) or otherwise subject to the liabilities of that section, unless the Registrant incorporates it by reference into a filing under the Securities Act of 1933 as amended or the Exchange Act.

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.

ESCO TECHNOLOGIES INC.

Dated:	November 8, 2011	By: /s/ G.E. Muenster
		G.E. Muenster
		Executive Vice President and
		Chief Financial Officer

EXHIBIT INDEX

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99.1	Press Release dated November 8, 2011

