

INTER PARFUMS INC
Form 10-K/A
May 28, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
Amendment no. 1

(Mark one)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2008 or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission file no. 0-16469

Inter Parfums, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-3275609
(I.R.S. Employer
Identification No.)

551 Fifth Avenue, New York, New York 10176
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: 212.983.2640.

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of exchange on which registered |
|--|--------------------------------------|
| Common Stock, \$.001 par value per share | The Nasdaq Stock Market |

Securities registered pursuant to Section 12(g) of the Act:

None
Title of Class

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was

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required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation SK is not contained herein and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10K or any other amendment to this Form 10K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act).

Large accelerated Filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. \$111,495,452 of voting equity and \$-0- of non-voting equity.

Indicate the number of shares outstanding of the registrant's \$.001 par value common stock as of the close of business on the latest practicable date March 6, 2009: 30,168,939.

Documents Incorporated By Reference: None.

Explanatory Note

Inter Parfums, Inc. is filing this Amendment no. 1 to its annual report on Form 10-K for fiscal year ended December 31, 2008 as previously filed on March 11, 2009 to provide a new Item 11, Executive Compensation, which replaces the former Item 11, Executive Compensation, in its entirety, and to provide the additional exhibits listed in Item 15. Unless otherwise stated, this Amendment No. 1 does not reflect events occurring after the filing of the original Form 10-K or modify or update in any way disclosures contained in the original Form 10-K.

Item 11. Executive Compensation

Compensation Discussion and Analysis

General

The executive compensation and stock option committee of our board of directors is comprised entirely of independent directors and oversee the compensation (base salary, annual bonus and long term incentives) of our company's executive officers and administers our company's stock option plans, other than the non-employee directors stock option plan, which is self executing.

The objectives of our compensation program are designed to strike a balance between offering sufficient compensation to either retain existing or attract new executives on the one hand, and maintaining compensation at reasonable levels on the other hand. Although our business has grown over the past several years as evidenced by our increased sales and growing portfolio of brand names, we do not have the resources comparable to the cosmetic giants in our industry, and accordingly cannot afford to pay excessive executive compensation. In furtherance of these objectives, our executive compensation packages generally include a base salary, as well as annual incentives tied to individual performance and long-term incentives tied to our operating performance.

Mr. Madar, the chairman and chief executive officer, takes the initiative after discussions with Mr. Russell Greenberg, an Executive Vice President, Chief Financial Officer and a Director, and recommends executive compensation levels for executives in the United States. Mr. Benacin, the president of Inter Parfums, S.A., takes the initiative after discussions with Philippe Santi, the Chief Financial Officer of Inter Parfums, S.A., and recommends executive compensation levels for executives in Europe. The recommendations are presented to the compensation committee for its consideration, and the compensation committee makes a final determination regarding salary adjustments and annual award amounts to executives, including our chief executive officer and president. Further, Messrs. Madar and Benacin, in addition to being executive officers and directors, are our largest shareholder's, therefore, their interests are aligned with our shareholder base in keeping executive compensation at a reasonable level.

The compensation committee believes that the individual executive compensation are at levels comparable with executives in other companies of similar size and stage of development that operate in fragrance industry and take into account our company's performance and our own strategic goals. Further, the compensation committee believes that its present policies to date, with its emphasis on rewarding performance, has served to focus the efforts of our executives to allow the our Company to achieve a high rate of growth and profitability, which management believes will result in a substantial increase in value to our shareholders.

Elements of Compensation

Generally, the compensation of our executive officers is comprised of base salaries, annual cash bonuses and long-term equity incentive awards. In determining specific components of compensation, the compensation committee considers individual performance, level of responsibility, skills and experience, and other compensation awards or arrangements. The compensation committee reviews and approves all elements of compensation for all of our executive officers taking into consideration recommendations from our Chief Executive Officer and the President of Inter Parfums, S.A., as well as information regarding compensation levels at competitors in our industry.

Base Salary

Base salaries for executive officers are initially determined by evaluating the responsibilities of the position held and the experience of the individual, and by reference to the competitive market place for executive talent. Base salaries for executive officers are reviewed on an annual basis, and adjustments are determined by evaluating our operating performance, the performance of each executive officer, as well as whether the nature of the responsibilities of the executive has changed. For executive officers of United States operations, the bulk of their annual compensation is in base salary. However, for executive officers of European operations base salary comprises a smaller percentage of overall compensation.

None of the executive officers for United States operations have employment agreements, as we believe that having flexibility in structuring annual base salary is a benefit, which permits us to act quickly to meet a changing economic environment. Unfortunately, with the global economic downturn commencing in the fourth quarter of 2008, the market price of our common stock as reported by The Nasdaq Stock Market has decreased substantially. Further, consolidated net sales of our company for the first quarter of 2009 had decreased. Further still, we have published guidance for 2009, assuming the dollar remains at current levels, for a further decrease in net sales and income. Based upon the recommendations of the chief executive officer, the compensation committee authorized a (i) rollback the \$20,000 increase in the annual base salaries previously authorized for the chief financial officer and president of Inter Parfums USA, LLC (Specialty Retail Division), so that their annual base salaries would return to the levels paid in 2008, and (ii) decrease the annual base salary by \$20,000 of the chief executive officer, all on a pro rata basis effective as of April 16, 2009.

Bonus Compensation/ Annual Incentives

Determination of the amount of annual bonus compensation to executives of United States operations, other than the chief executive officer, has been discretionary, and depends upon the performance the individual as well as the results of the company as a whole. We believe that having flexibility in structuring annual bonus compensation is a benefit. Such annual cash bonus compensation is generally a percentage of the annual base salary.

However, in order for the chief executive officer to receive a cash bonus, United States operations has to achieve after tax profit target. In 2008, based upon such targets, our chief executive officer did not earn any cash bonus. In 2007, based upon such targets, our chief executive officer earned a \$100,000 cash bonus. For 2009 the compensation committee has determined to use the same after tax profit target for our company's United States operations to calculate the chief executive officer's bonus.

Cash bonuses for executive officers of European operations generally consist of a larger portion of overall compensation as compared to executive officers of United States operations. The compensation committee believes that such larger bonus compensation is commensurate with the marketplace for comparable industry executives in Paris, where European operations maintain their headquarters.

In addition, as required by French law, Inter Parfums, SA maintains its own profit sharing plan for all French employees, including executive officers of our European operations other than Mr. Benacin, the Chief Executive Officer of Inter Parfums, SA.

Long Term Incentives

Stock Options. We link long-term incentives with corporate performance through the grant of stock options. All options are granted with an exercise price equal to the fair market value of the underlying shares of our common stock on the date of grant, and terminate on or shortly after severance of the executive's relationship with us. Unless the market price of our common stock increases, corporate executives will have no tangible benefit. Thus, they are provided with the additional incentive to increase individual performance with the ultimate goal of increasing our overall performance. We believe that enhanced executive incentives which result in increased corporate performance tend to build company loyalty. As a general rule, the number of options granted is determined by several factors, but most importantly, both individual and company operating results for the past year, as well as past option grants to such executives.

For executive officers of United States operations and Mr. Benacin, we typically grant nonqualified stock options with a term of 6 years that vest ratably of a 5-year period on a cumulative basis, so that the option will become fully exercisable at the beginning of the sixth year from the date of grant. In addition, we have temporarily discontinued all option grants to purchase shares of our majority-owned, French subsidiary, Inter Parfums, S.A. to avoid decrease the dilution of our ownership interest in Inter Parfums, S.A. In lieu of option grants to purchase shares of our majority-owned, French subsidiary, we have granted options to our French executive officers and employees under the French Addendum to our stock option plan, which have a term of 6 years and vest 4 years after the date of grant.

We believe that the vesting period of these options serve a dual purpose: 1. executives will not receive any benefit if they leave prior to such portion of the option vesting; and 2. having a vesting period, matches the service period with the potential benefits of the option. Pursuant to our stock option plan, non-qualified stock options granted to executives terminate immediately upon the executive's termination of association with our company. This termination provision coupled with a vesting period, reduces benefits afforded to an executive when an executive officer leaves our employ.

Over the past several years, as our company has grown and the market price of our common stock has increased, Messrs. Madar and Benacin have realized substantial compensation as the result of the exercise of their options. As the two executives most responsible for continued growth and success of our company, the Committee believes the granting of options is an appropriate tool to tie a substantial portion of their compensation to the success of our company and is completely warranted.

Generally we grant options to executive officers in December of each year. However, we had granted options in February 2008, after our stock option plan was amended, to French executive officers and French employees who had not received any option awards in 2007.

Unfortunately, with the global economic downturn commencing in the fourth quarter of 2008, the market price of our common stock as reported by The Nasdaq Stock Market has decreased substantially. As the result of such price decline, all outstanding options, other than the option grants made on December 31, 2008, have exercise prices which are in excess of the market price, thus rendering such options potentially worthless. It is the hope of the compensation committee that the most recent option grant with a lower exercise price based upon the market price at the time, as compared to prior years, will still act as a sufficient additional incentive for increased individual executive performance.

The actual compensation realized as the result of the exercise of options in the past, as well as the future potential of such rewards, are powerful incentives for increased individual performance and ultimately increased company performance. In view of the fact that the executive officers named above contribute significantly to our profitable operations, the compensation committee believes the option grants are valid incentives for these executive officers and are fair to our shareholders.

Stock Appreciation Rights. Our 2004 stock option plan authorizes us to grant stock appreciation rights, or SARs. An SAR represents a right to receive the appreciation in value, if any, of our common stock over the base value of the SAR. To date, we have not granted any SARs under the 2004 plan. While the compensation committee currently does not plan to grant any SARs under our 2004 plan, it may choose to do so in the future as part of a review of the executive compensation strategy.

Restricted Stock. We have not in the past, and we do not have any future plans to grant restricted stock to our executive officers. However, while the compensation committee currently does not plan to authorize any restricted stock plans, the compensation committee may choose to do so in the future as part of a review of the executive compensation strategy.

No Stock Ownership Guidelines

We do not require any minimum level of stock ownership by any of our executive officers. As stated above, Messrs. Madar and Benacin, are our largest shareholders, which aligns their interests with our shareholder base in keeping executive compensation at a reasonable level.

Retirement and Pension Plans

We maintain a 401K plan for United States operations. However, we do not match any contributions to such plan, as we have determined base compensation together with annual bonuses and stock option awards, are sufficient incentives to retain talented employees. Our European operations maintains a pension plan for its employees as required by French law.

Compensation Committee Report

We have reviewed and discussed with management the Compensation Discussion and Analysis provisions to be included in this amendment to the Annual Report on Form 10-K for fiscal year ended December 31, 2008, as well as the proxy statement for the upcoming annual meeting of shareholders. Based on this review and discussion, we recommended to the board of directors that the Compensation Discussion and Analysis referred to above be included in this amendment to the Annual Report on Form 10-K as well as the proxy statement for the upcoming annual meeting of shareholders.

Francois Heilbronn
Jean Levy
Patrick Choël

The following table sets forth a summary of all compensation awarded to, earned by or paid to our “named executive officers,” who are our principal executive officer, our principal financial officer, and each of the 3 most highly compensated executive officers of our Company. This table covers all such compensation during fiscal years ended December 31, 2008, December 31, 2007 and December 31, 2006. For all compensation related matters disclosed in this Item 11, all amounts paid in euro have been converted to US dollars at the average rate of exchange in each year.

SUMMARY COMPENSATION TABLE

| Name and Principal Position | Year | Salary (\$) | Bonus (\$) | Stock Awards (\$) | Option Awards (\$)(1) | Non-Equity Incentive Plan Compensation (\$) | Change in Pension Value and | Nonqualified Deferred Compensation Earnings (\$) | All Other Compensation (\$) | Total (\$) |
|--|------|----------------|---------------|-------------------------|-----------------------------|---|-----------------------------------|--|-----------------------------------|------------|
| | | | | | | | | | | |
| Jean Madar, Chief Executive Officer | 2008 | 400,000 | -0- | -0- | 98,000 | -0- | -0- | -0- | -0- | 498,000 |
| | 2007 | 400,000 | 100,000 | -0- | 124,000 | -0- | -0- | -0- | -0- | 624,000 |
| | 2006 | 400,000 | -0- | -0- | 252,000 | -0- | -0- | -0- | -0- | 652,000 |
| Russell Greenberg, Chief Financial Officer | 2008 | 435,000 | 35,000 | -0- | 37,000 | -0- | -0- | 2,214 | 553,214 | |
| | 2007 | 405,000 | 43,100 | -0- | 98,000 | -0- | -0- | 2,214 | 546,100 | |
| | 2006 | 375,000 | 30,000 | -0- | 167,000 | -0- | -0- | 2,214 | 577,214 | |
| Philippe Benacin, President of Inter Parfums, Inc. and Chief Executive Officer of Inter Parfums, S.A. | 2008 | 324,489 | 229,258 | -0- | 98,000 | -0- | 11,757 | 104,039 | 767,543 | |
| | 2007 | 263,750 | 170,000 | -0- | 124,000 | -0- | 10,610 | 93,479 | 661,090 | |
| | 2006 | 226,206 | 153,174 | -0- | 252,000 | -0- | 8,800 | 84,199 | 724,379 | |
| Philippe Santi, Executive Vice President and Director General Delegue, Inter Parfums, S.A. | 2008 | 324,489 | 229,258 | -0- | 49,000 | 22,632 | 11,757 | -0- | 637,000 | |
| | 2007 | 263,750 | 216,000 | -0- | -0- | 27,474 | 10,610 | -0- | 517,834 | |
| | 2006 | 226,206 | 197,302 | -0- | 105,000 | 22,621 | 8,800 | -0- | 559,929 | |
| Frédéric Garcia-Pelayo, Director Export Sales, Inter Parfums, S.A. | 2008 | 324,489 | 229,258 | -0- | 49,000 | 22,632 | 11,757 | -0- | 637,136 | |
| | 2007 | 263,750 | 216,000 | -0- | -0- | 27,474 | 10,610 | -0- | 517,834 | |
| | 2006 | 226,206 | 197,302 | -0- | 166,000 | 22,621 | 8,800 | -0- | 620,929 | |

[Footnotes from table above]

1 Amounts reflected under Option Awards represent the expense recorded in our 2008, 2007 and 2006 audited consolidated financial statements based on the fair value of stock option awards using a Black-Scholes option pricing model. The assumptions used in this model are detailed in Footnote 10 to the audited consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2008 and filed with the SEC.

2 The following table identifies (i) perquisites and other personal benefits provided to our named executive officers in fiscal 2008 and quantifies those required by SEC rules to be quantified and (ii) all other compensation that is required by SEC rules to be separately identified and quantified.

| Name and Principal Position | Perquisites and other Personal Benefits (\$) | Personal Automobile Expense(\$) | Lodging Expense(\$) | Total (\$) |
|---|--|---------------------------------|---------------------|------------|
| Jean Madar, Chief Executive Officer | -0- | -0- | -0- | -0- |
| Russell Greenberg, Chief Financial Officer | -0- | 2,214 | -0- | 2,214 |
| Philippe Benacin, President of Inter Parfums, Inc. and Chief Executive Officer of Inter Parfums, S.A. | -0- | 15,872 | \$ 88,167 | 104,039 |
| Philippe Santi, Executive Vice President and Director General Delegee, Inter Parfums, S.A. | -0- | -0- | -0- | -0- |
| Frédéric Garcia-Pelayo, Director Export Sales, Inter Parfums, S.A. | -0- | -0- | -0- | -0- |

Plan Based Awards

The following table sets certain information relating to each grant of an award made to our executive officers of our company listed in the Summary Compensation Table during the past fiscal year.

| Name | Grant Date | Grants of Plan-Based Awards | | | | | | All Other Awards Number of Shares of Stock or | All Other Awards: Number of Securities Underlying Options (#) | Exercise or Base Price of Option Awards (\$/Sh) | Closing Price |
|------|------------|---|-------------|---|----------------|-------------|--------------|--|--|---|---------------|
| | | Estimated Future Payouts Under Non-Equity Incentive Plan Awards | | Estimated Future Payouts Under Equity Incentive Plan Awards | | Threshold | Target | | | | |
| | | Threshold (\$) | Target (\$) | Maximum (\$) | Threshold (\$) | Target (\$) | Maximum (\$) | | | | |

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| | | | | | | | | | Units (#) | | | |
|----------------|----------|--------|--------|--------|-----|-----|-----|-----|--------------|--------|-------|--|
| Jean Madar | 12/31/08 | -0- | -0- | -0- | -0- | -0- | -0- | -0- | 19,000 | 6.925 | 7.68 | |
| Jean Madar | 2/14/08 | -0- | -0- | -0- | -0- | -0- | -0- | -0- | 13,875 | 11.297 | 10.68 | |
| Russell | | | | | | | | | | | | |
| Greenberg | 12/31/08 | -0- | -0- | -0- | -0- | -0- | -0- | -0- | 15,000 | 6.925 | 7.68 | |
| Philippe | | | | | | | | | | | | |
| Benacin | 12/31/08 | -0- | -0- | -0- | -0- | -0- | -0- | -0- | 19,000 | 6.925 | 7.68 | |
| Philippe | | | | | | | | | | | | |
| Benacin | 2/14/08 | -0- | -0- | -0- | -0- | -0- | -0- | -0- | 13,875 | 11.297 | 10.68 | |
| Philippe Santi | 2/14/08 | -0- | -0- | -0- | -0- | -0- | -0- | -0- | 12,750 | 11.297 | 10.68 | |
| Philippe Santi | | 22,632 | 22,632 | 22,632 | -0- | -0- | -0- | -0- | NA | NA | NA | |
| Frédéric | | | | | | | | | | | | |
| Garcia-Pelayo | 2/14/08 | -0- | -0- | -0- | -0- | -0- | -0- | -0- | 12,750 | 11.297 | 10.68 | |
| Frédéric | | | | | | | | | | | | |
| Garcia-Pelayo | | 22,632 | 22,632 | 22,632 | -0- | -0- | -0- | -0- | NA | NA | NA | |

Options

As discussed above, we typically grant nonqualified stock options with a term of 6 years that vest ratably of a 5-year period on a cumulative basis, so that the option will become fully exercisable at the beginning of the sixth year from the date of grant. Further, as reported above, options granted to French employees under the French Addendum to our stock option plan, have a term of 6 years, and vest 4 years after the date of grant. Options were granted in February 2008 after the technical amendments to our stock option plan to comply with certain provisions of French law.

We believe that the vesting period of these options serves a dual purpose: 1. executives will not receive any benefit if they leave prior to such portion of the option vesting; and 2. having a vesting period matches the service period with the potential benefits of the option.

Under our stock option plans, the fair market value is determined by the average of the high and low price on the date of grant, not the closing price as reported by The Nasdaq Stock Market.

We also note that the Summary Compensation Table does not include income realized by the named executive officers as the result of the exercise of stock options, but rather reflects the dollar amount recognized for financial statement reporting purposes for options granted in accordance with SFAS 123R. However, value realized as the result of stock option exercises is set forth in the table entitled "Option Exercises and Stock Vested".

During 2008 Mr. Santi realized \$58,275 as the result of the exercise of a stock option to purchase shares of our company and an additional \$154,308 as the result of the exercise of a stock option to purchase shares of our majority-owned subsidiary, Inter Parfums, S.A. In addition, Messrs. Benacin and Greenberg exercised stock options to acquire shares of our majority-owned subsidiary, Inter Parfums, S.A, and realized \$123,446 and \$46,000, respectively.

Inter Parfums, S.A. Profit Sharing Plan

As required by French law, Inter Parfums, SA maintains its own profit sharing plan for all French employees who have completed three months of service, including executive officers of our European operations other than Mr. Benacin, the Chief Executive Officer of Inter Parfums, SA. Benefits are calculated based upon a percentage of taxable income of Inter Parfums, S.A. and allocated to employees based upon salary. The maximum amount payable per year per employee is 25,000 euros, or approximately \$34,792.

Calculation of total annual benefits contribution is made according to the following formula:

50% of (Inter Parfums, S.A. net income, less 5% of shareholders equity without net income for the year) times a fraction, the numerator of which is wages, and the denominator of which is net income before tax + wages + taxes (other than income tax) + valuation allowances + amortization expenses + interest expenses.

Contribution to individual employees is then made pro rata based upon their individual salaries for the year.

Outstanding Equity Awards At Fiscal Year-End

The following table sets certain information relating to outstanding equity awards in our company held by the executive officers of our company listed in the Summary Compensation Table as of the end of the past fiscal year.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

| Name | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable | Option Awards Equity Incentive Plan Awards: Number of Securities | | Option Exercise Price (\$) | Option Expiration Date |
|-------------------|---|---|--|---------------|----------------------------|------------------------|
| | | | Underlying Unexercised Unearned Options (#) | of Securities | | |
| Jean Madar | 75,000 | | -0- | | 10.260 | 12/09/09 |
| | 75,000 | | -0- | | 9.967 | 04/19/10 |
| | 24,000 | | -0- | | 13.103 | 12/14/12 |
| | | 36,000(1) | -0- | | 13.103 | 12/14/12 |
| | 5,700 | | -0- | | 12.577 | 12/26/13 |
| | | 22,800(2) | -0- | | 12.577 | 12/26/13 |
| | 2,775 | | -0- | | 11.297 | 2/13/14 |
| | | 11,100(3) | -0- | | 11.297 | 2/13/14 |
| | | 19,000(4) | -0- | | 6.925 | 12/30/14 |
| Russell Greenberg | 37,500 | | -0- | | 10.260 | 12/09/09 |
| | 37,500 | | -0- | | 9.967 | 04/19/10 |
| | 15,000 | | -0- | | 13.103 | 12/14/12 |
| | | 22,500(5) | -0- | | 13.103 | 12/14/12 |
| | 4,500 | | -0- | | 12.577 | 12/26/13 |
| | | 18,000(6) | -0- | | 12.577 | 12/26/13 |
| | | | 15,000(7) | -0- | | 6.925 |
| Philippe Benacin | 75,000 | | -0- | | 10.260 | 12/09/09 |
| | 75,000 | | -0- | | 9.967 | 04/19/10 |
| | 24,000 | | -0- | | 13.103 | 12/14/12 |
| | | 36,000(8) | -0- | | 13.103 | 12/14/12 |
| | 5,700 | | -0- | | 12.577 | 12/26/13 |
| | | 22,800(9) | -0- | | 12.577 | 12/26/13 |

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| | | | | | |
|------------------------|--------|------------|-----|--------|----------|
| | 2,775 | | -0- | 11.297 | 2/13/14 |
| | | 11,100(10) | -0- | 11.297 | 2/13/14 |
| | | 19,000(11) | -0- | 6.925 | 12/30/14 |
| Philippe Santi | 15,000 | | -0- | 16.827 | 02/12/09 |
| | 11,250 | | -0- | 10.260 | 12/09/09 |
| | 11,250 | | -0- | 9.967 | 04/19/10 |
| | 3,000 | | -0- | 13.103 | 12/14/12 |
| | | 4,500(12) | -0- | 13.103 | 12/14/12 |
| | | 12,750(13) | -0- | 11.297 | 2/13/14 |
| Frédéric Garcia-Pelayo | 3,000 | | -0- | 13.103 | 12/14/12 |
| | | 4,500(14) | -0- | 13.103 | 12/14/12 |
| | | 12,750(15) | -0- | 11.297 | 2/13/14 |

[Footnotes from table above]

- 1 Option vests as to 12,000 shares on each of 12/15/09, 12/15/10 and 12/15/11.
 2 Option vests as to 5,700 shares on each of 12/26/09, 12/26/10, 12/26/11 and 12/26/2012.
 3 Option vests as to 2,775 shares on each of 2/13/10, 2/13/11, 2/13/12 and 2/13/2013.
 4 Option vests as to 3,800 shares on each of 12/30/09, 12/30/10, 12/30/11, 12/30/12 and 12/30/2013.
 5 Option vests as to 7,500 shares on each of 12/15/09, 12/15/10 and 12/15/11.
 6 Option vests as to 4,500 shares on each of 12/26/09, 12/26/10, 12/26/11 and 12/26/2012.
 7 Option vests as to 3,000 shares on each of 12/30/09, 12/30/10, 12/30/11, 12/30/12 and 12/30/2013.
 8 Option vests as to 12,000 shares on each of 12/15/09, 12/15/10 and 12/15/11.
 9 Option vests as to 5,700 shares on each of 12/26/09, 12/26/10, 12/26/11 and 12/26/2012.
 10 Option vests as to 2,775 shares on each of 2/13/10, 2/13/11, 2/13/12 and 2/13/2013.
 11 Option vests as to 3,800 shares on each of 12/30/09, 12/30/10, 12/30/11, 12/30/12 and 12/30/2013.
 12 Option vests as to 1,500 shares on each of 12/15/09, 12/15/10 and 12/15/11.
 13 Option vests as to 100% on 2/14/2012.
 14 Option vests as to 1,500 shares on each of 12/15/09, 12/15/10 and 12/15/11.
 15 Option vests as to 100% on 2/14/2012.

The following table sets certain information relating to outstanding equity awards granted by Inter Parfums, S.A., our majority-owned French subsidiary which has its shares traded on the Euronext, held by the executive officers of our company listed in the Summary Compensation Table as of the end of the past fiscal year.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END
OF INTER PARFUMS, S.A.

| Name | Option Awards | | Option Exercise Price (euros)(2) | Option Expiration Date |
|-------------------|---|---|----------------------------------|------------------------|
| | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable (1) | | |
| Jean Madar | 14,641 | | 15.10 | 08/26/09 |
| | 20,498 | | 22.10 | 03/25/10 |
| | | 14,641 | 20.60 | 05/26/11 |
| | | 13,310 | 26.30 | 06/01/12 |
| Russell Greenberg | 3,222 | | 9.20 | 08/26/09 |
| | 1,318 | | 15.10 | 08/26/09 |
| | 1,172 | | 22.10 | 03/25/10 |
| | | 1,464 | 20.60 | 05/26/11 |
| | | 1,065 | 26.30 | 06/01/12 |
| Philippe Benacin | 14,641 | | 15.10 | 08/26/09 |
| | 20,497 | | 22.10 | 03/25/10 |
| | | 14,641 | 20.60 | 05/26/11 |
| | | 13,310 | 26.30 | 06/01/12 |

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| | | | | |
|------------------------|--------|-------|-------|----------|
| Philippe Santi | 7,321 | | 15.10 | 08/26/09 |
| | 10,542 | | 22.10 | 03/25/10 |
| | | 8,785 | 20.60 | 05/26/11 |
| | | 7,986 | 26.30 | 06/01/12 |
| Frédéric Garcia-Pelayo | 7,331 | | 9.20 | 08/26/09 |
| | 7,321 | | 15.10 | 08/26/09 |
| | 10,542 | | 22.10 | 03/25/10 |
| | | 8,785 | 20.60 | 05/26/11 |
| | | 7,986 | 26.30 | 06/01/12 |

[Footnotes from table above]

1 All options fully vest 4 years after the date of grant.

2 As of December 31, 2008 the closing price of Inter Parfums, S.A. as reported by Euronext was 18.05 euros, and the exchange rate was 1.3917 U.S. dollars to 1 euro.

Option Exercises and Stock Vested

The following table sets forth certain information relating to each option exercise effected during the past fiscal year, and each vesting of stock, including restricted stock, restricted stock units and similar instruments of our company during the past fiscal year, for the executive officers of our company listed in the Summary Compensation Table.

OPTION EXERCISES AND STOCK VESTED

| Name | Option Awards | | Stock Awards | |
|------------------------|---|--|--|--------------------------------|
| | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise (\$) ¹ | Number of Shares Acquired on Vesting (#) | Value Realized On Vesting (\$) |
| Jean Madar | -0- | -0- | -0- | -0- |
| Russell Greenberg | -0- | -0- | -0- | -0- |
| Philippe Benacin | -0- | -0- | -0- | -0- |
| Philippe Santi | 11,250 | \$ 58,275 | -0- | -0- |
| Frédéric Garcia-Pelayo | -0- | -0- | -0- | -0- |

[Footnotes from table above]

¹ Total value realized on exercise of options in dollars is based upon the difference between the fair market value of the common stock on the date of exercise, and the exercise price of the option.

The following table sets forth certain information relating to each option exercise effected during the past fiscal year, and each vesting of stock, including restricted stock, restricted stock units and similar instruments during the past fiscal year, of Inter Parfums, S.A., our majority-owned French subsidiary which has its shares traded on the Euronext, for the executive officers of our company listed in the Summary Compensation Table.

OPTION EXERCISES AND STOCK VESTED

| Name | Option Awards | | Stock Awards | |
|------------------------|---|--|--|--------------------------------|
| | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise (\$) ¹ | Number of Shares Acquired on Vesting (#) | Value Realized On Vesting (\$) |
| Jean Madar | -0- | -0- | -0- | -0- |
| Philippe Benacin | 6,067 | 123,446 | -0- | -0- |
| Russell Greenberg | 3,627 | 46,000 | -0- | -0- |
| Philippe Santi | 10,631 | 154,308 | -0- | -0- |
| Frédéric Garcia-Pelayo | -0- | -0- | -0- | -0- |

[Footnotes from table above]

¹ Total value realized on exercise of options in dollars is based upon the difference between the fair market value of the common stock on the date of exercise, and the exercise price of the option.

Pension Benefits

The following table sets forth certain information relating to payment of benefits following or in connection with retirement during the past fiscal year, for the executive officers of our company listed in the Summary Compensation Table.

PENSION BENEFITS

| Name | Plan Name | Number of Years Credited Service (#) | Present Value of Accumulated Benefit (\$) | Payments During Last Fiscal Year (\$) |
|------------------------|-------------------------------|--------------------------------------|---|---------------------------------------|
| Jean Madar | NA | NA | -0- | -0- |
| Russell Greenberg | NA | NA | -0- | -0- |
| Philippe Benacin | Inter Parfums SA Pension Plan | NA | 106,000 | 11,757 |
| Philippe Santi | Inter Parfums SA Pension Plan | NA | 106,000 | 11,757 |
| Frédéric Garcia-Pelayo | | NA | 106,000 | 11,757 |

Inter Parfums SA
Pension Plan

Inter Parfums, S.A. maintains a pension plan for all of its employees, including all executive officers. The calculation of commitments for severance benefits involves estimating the probable present value of projected benefit obligations. This projected benefit obligations is then prorated to take into account seniority of the employees of Inter Parfums, S.A. on the calculation date.

In calculating benefits, the following assumptions were applied:

- voluntary retirement at age 65;
- a rate of 45% for employer payroll contributions for all employees;
- a 5% average annual salary increase;
- an annual rate of turnover for all employees under 55 years of age and nil above;
- the TH 00-02 mortality table for men and the TF 00-02 mortality table for women;
- a discount rate of 4.4%.

The normal retirement age is 65 years, but employees, including Messrs. Benacin, Santi and Garcia-Pelayo, can collect reduced benefits if they retire at age 60.

Nonqualified Deferred Compensation

We do not maintain any nonqualified deferred compensation plans.

Employment Agreements

As part of our acquisition in 1991 of the controlling interest in Inter Parfums, S.A., now a subsidiary, we entered into an employment agreement with Philippe Benacin. The agreement provides that Mr. Benacin will be employed as Vice Chairman of the Board and President and Chief Executive Officer of Inter Parfums Holdings and its subsidiary, Inter Parfums. The initial term expired on September 2, 1992, and has subsequently been automatically renewed for additional annual periods. The agreement provides for automatic annual renewal terms, unless either party terminates the agreement upon 120 days notice. For 2009 Mr. Benacin presently receives an annual salary of €229,600 (approximately \$298,480, plus annual lodging expenses of €60,000 (approximately \$78,000) and automobile expenses of €10,800 (approximately \$14,040), which are subject to increase in the discretion of the board of directors. The agreement also provides for indemnification and a covenant not to compete for one year after termination of employment.

Compensation of Directors

The following table sets forth certain information relating to the compensation for each of our directors who is not an executive officer of our Company named in the Summary Compensation Table for the past fiscal year.

DIRECTOR COMPENSATION

| Name | Fees Earned or Paid in Cash (\$) | Stock Awards (\$) | Option Awards (\$) | Non-Equity Incentive Plan Compensation (\$) | Change in Pension Value and Nonqualified Deferred Compensation Earnings | All Other Compensation (\$) ⁹ | Total (\$) |
|---------------------------------------|----------------------------------|-------------------|--------------------|---|---|--|----------------------|
| Francois Heilbronn ¹ | 12,000 | -0- | 5,175 | -0- | -0- | -0- | 17,175 |
| Joseph A. Caccamo ² | 8,000 | -0- | 5,175 | -0- | -0- | -0- | 13,125 ¹⁰ |
| Jean Levy ³ | 12,000 | -0- | 5,175 | -0- | -0- | 7,530 | 24,705 |
| Robert Bensoussan-Torres ⁴ | 4,000 | -0- | 5,175 | -0- | -0- | 10,620 | 19,795 |
| Jean Cailliau ⁵ | 4,000 | -0- | 5,175 | -0- | -0- | -0- | 9,175 |
| Serge Rosinoer ⁶ | 4,000 | -0- | 2,588 | -0- | -0- | 7,530 | 14,118 |
| Patrick Choël ⁷ | 12,000 | -0- | 5,175 | -0- | -0- | -0- | 17,175 |

[Footnotes from table above]

- As of the end of the last fiscal year, Mr. Heilbronn held options to purchase an aggregate of 7,500 shares of our common stock.
- Mr. Caccamo stepped down from the board of directors in January 2009. As of the end of the last fiscal year, Mr. Caccamo held options to purchase an aggregate of 19,500 shares of our common stock, 7,500 of which are held as nominee for his present firm and 12,000 of which are held as nominee for his former employer. Mr. Caccamo disclaims beneficial ownership of such options. In accordance with the terms of our 2004 Nonemployee Director Stock Option Plan, all of such options expire 90 days after Mr. Caccamo ceased to be a director.
- As of the end of the last fiscal year, Mr. Levy held options to purchase an aggregate of 7,500 shares of our common stock.
- As of the end of the last fiscal year, Mr. Bensoussan-Torres held options to purchase an aggregate of 7,500 shares of our common stock.
- Mr. Cailliau stepped down from the board of directors in October 2008. As of the end of the last fiscal year, Mr. Cailliau held options to purchase an aggregate of 4,000 shares of our common stock. In accordance with the terms of our 2004 Nonemployee Director Stock Option Plan, all of such options expired 90 days after Mr. Cailliau ceased to be a director.
- As of the end of the last fiscal year, Mr. Rosinoer held options to purchase an aggregate of 6,004 shares of our common stock.
- As of the end of the last fiscal year, Mr. Choël held options to purchase an aggregate of 6,000 shares of our common stock.
- Represents the difference between the exercise price of the option and the fair market value of the underlying common stock on the date of exercise.
- Does not include \$223,000 paid for legal fees and expenses to Mr. Caccamo's law firm.

For 2008 all nonemployee directors received \$2,000 for each board meeting at which they participate. Mr. Caccamo's board fees were paid to his law firm. In addition, all members of the Audit Committee receive an additional annual fee of \$4,000 on January 1 of each year in which they serve on the Audit Committee.

We maintain stock option plans for our nonemployee directors. The purpose of these plans is to assist us in attracting and retaining key directors who are responsible for continuing the growth and success of our company. Under such plans, options to purchase 1,000 shares are granted on each February 1st to all nonemployee directors for as long as each is a nonemployee director on such date. However, if a nonemployee director does not attend certain of the board meetings, then such option grants are reduced according to a schedule. In addition, options to purchase 2,000 shares are granted to each nonemployee director upon his initial election or appointment to our board.

On February 1, 2009, options to purchase 1,000 shares were granted to each of Francois Heilbronn, Jean Levy, Robert Bensoussan-Torres and Patrick Choël, and an option to purchase 500 shares was granted to Serge Rosinoer, all at the exercise price of \$6.148 per share under the 2004 plan. Such options vest ratably over a 4 year period.

PART IV

Item 15. Exhibits, Financial Statement Schedules

The following documents are filed with this report:

Exhibit No. Description

- | | |
|------|--|
| 31.1 | Certification Required by Rule 13a-14 of Chief Executive Officer |
| 31.2 | Certification Required by Rule 13a-14 of Chief Financial Officer |
| 32.1 | Certification Required by Section 906 of the Sarbanes-Oxley Act by Chief Executive Officer |
| 32.1 | Certification Required by Section 906 of the Sarbanes-Oxley Act by Chief Executive Officer |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2008 to be signed on its behalf by the undersigned, thereunto duly authorized.

Inter Parfums, Inc.

By */s/ Jean Madar*
 Jean Madar, Chief Executive Officer
 Date: May 26, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

| Signature | Title | Date |
|---|---|--------------|
| <i>/s/ Jean Madar</i> Jean Madar | Chairman of the Board of Directors and Chief Executive Officer | May 26, 2009 |
| <i>/s/ Russell Greenberg</i> Russell Greenberg | Chief Financial and Accounting Officer and Director | May 26, 2009 |
| <i>/s/ Philippe Benacin</i> Philippe Benacin | Director | May 25, 2009 |
| <i>/s/ Philippe Santi</i> Philippe Santi | Director | May 26, 2009 |
| <i>/s/ Francois Heilbronn</i> Francois Heilbronn | Director | May 25, 2009 |
| <i>/s/ Jean Levy</i> Jean Levy | Director | May 25, 2009 |
| <i>/s/ Robert Bensoussan-Torres</i> Robert Bensoussan-Torres | Director | May 27, 2009 |
| <i>/s/ Serge Rosinoer</i> Serge Rosinoer | Director | May 27, 2009 |
| <i>/s/ Patrick Choël</i> Patrick Choël | Director | May 26, 2009 |

Exhibit Index

| Exhibit No. | Description | Sequentially Numbered Page in Report |
|-------------|--|--|
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| 31.2 | Certification Required by Rule 13a-14 of Chief Financial Officer | 21 |
| 32.1 | Certification Required by Section 906 of the Sarbanes-Oxley Act by Chief Executive Officer | 23 |
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