

DXP ENTERPRISES INC

Form 8-K

May 03, 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): May 1, 2013

Commission file number 0-21513

DXP Enterprises, Inc.
(Exact name of registrant as specified in its charter)

| | |
|-----------------|----------------|
| Texas | 76-0509661 |
| (State or other | (I.R.S. |
| jurisdiction of | Employer |
| incorporation | Identification |
| or | Number) |
| organization) | |

7272 Pinemont, Houston, Texas 77040
(Address of principal executive offices)

Registrant's telephone number, including area code:
(713) 996-4700

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))

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

On May 1, 2013, the Compensation Committee of the Board of Directors of DXP Enterprises, Inc. (the "Company") amended an equity incentive program under which David R. Little could earn an award of up to \$700,000 of common stock under the 2005 Restricted Stock Plan each year for three years. The amendment changed the value of the maximum annual award from \$700,000 to 15,000 shares. This amendment also modified the percentages of the maximum award to be awarded at various sales and net income growth levels.

The shares will be awarded on March 31 of each year. The number of shares for each award will be determined based upon the growth in sales and net income for the preceding fiscal year. If sales and net income each increase by 20% or more from the preceding fiscal year, 15,000 shares will be awarded. Growth of less than 10% in sales and net income will result in an award of zero. Growth of between 10% and 20% will result in an award between zero and 15,000 shares. The awarded shares vest in three equal installments on the anniversary date. The first award under this amended three year program will be issued on March 31, 2014.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

10.1 Amendment Two to David Little Equity Incentive Program

SIGNATURE

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 hereunto duly authorized.

DXP ENTERPRISES, INC.

May 1, 2013
Mac McConnell
Senior Vice President and Chief Financial Officer

By: /s/ MAC MCCONNELL

