

WATERS CORP /DE/  
Form 8-K  
December 11, 2012

**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) December 11, 2012

**Waters Corporation**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

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**01-14010**  
(Commission File Number)

**13-3668640**  
(IRS Employer Identification No.)

**34 Maple Street, Milford, Massachusetts**  
(Address of Principal Executive Offices)

**01757**  
(Zip Code)

**(508) 478-2000**

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- .. 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 1.01 Entry into a Material Definitive Agreement.

On December 11, 2012, the Compensation Committee of the Board of Directors of Waters Corporation (the Company ) approved forms of Equity Compensation Award Agreements (the Form Award Agreements ) to be used for awards of executive stock options, director stock options and director restricted stock under the Waters Corporation 2012 Equity Incentive Plan. These Form Award Agreements are filed herewith as Exhibits 10.1, 10.2, and 10.3, respectively, and are incorporated herein by this reference.

The description in the Form 8-K of the Form Award Agreements is qualified in its entirety by reference to the copies of the Form Award Agreements that are filed herewith as Exhibits 10.1, 10.2, and 10.3.

Item 9.01. Financial Statements and Exhibits

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits. The Following exhibits are furnished herewith.

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Form of Waters 2012 Stock Option Agreement Executive Officers |
| 10.2        | Form of Waters 2012 Stock Option Agreement Directors          |
| 10.3        | Form of Waters 2012 Restricted Stock Agreement Directors      |

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.

WATERS CORPORATION

Dated: December 11, 2012

By: /s/ William J. Curry  
Name: William J. Curry  
Title: Vice President, Corporate Controller and Principal Accounting Officer