

HESKA CORP  
Form 8-K  
December 16, 2005

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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**

**December 15, 2005**

Date of Report (Date of earliest event reported)

**HESKA CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**0-22427**  
(Commission File Number)

**77-0192527**  
(I.R.S. Employer  
Identification Number)

**3760 Rocky Mountain Avenue  
Loveland, Colorado 80538**

(Address of principal executive offices, including zip code)

**(970) 493-7272**

(Registrant's telephone number, including area code)

**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 (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))
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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the

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

At a meeting held on December 15, 2005, the Compensation Committee of the Board of Directors (the Committee) of Heska Corporation (the Company) approved the terms of a management incentive plan (the MIP) for fiscal year 2006. Any MIP payouts will be based on the Company's fiscal year 2006 net income in excess of one dollar. MIP participants will have targets ranging from 25% to 50% of base salary. At such meeting, the Committee also approved the grant of options to purchase an aggregate of 1,300,000 shares of Company's common stock to executive officers and key managers. All such options were immediately vested on the December 15 grant date with an exercise price equal to the closing price on the grant date.

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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.

HESKA CORPORATION  
a Delaware corporation

Dated: December 16, 2005

By: /s/ Jason A. Napolitano  
JASON A. NAPOLITANO  
*Executive Vice President, Chief Financial Officer and  
Secretary*