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ARROW ELECTRONICS INC
Form 8-K
October 29, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): October 29, 2004

ARROW ELECTRONICS, INC.

(Exact Name of Registrant as Specified in Charter)

| | | |
|--|--|---|
| NEW YORK ----- (State or Other Jurisdiction of Incorporation) | 1-4482 ----- (Commission File Number) | 11-1806155 ----- (IRS Employer Identification No.) |
|--|--|---|

50 MARCUS DRIVE, MELVILLE, NEW YORK 11747

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (631) 847-2000

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 20.14a-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

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Exchange Act (17 CFR 240.13e-4(c))

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

As previously disclosed, as part of its regular employee and director compensation program, Arrow Electronics, Inc. (the "Company") makes equity-based awards to employees (including executive officers) and directors in accordance with established programs described in the Company's proxy statement for its annual stockholders meeting. The grants are made pursuant to the stockholder-approved 2004 Omnibus Incentive Plan (the "Plan"), a copy of which is on file with the SEC as Annex A to the Company's 2004 Proxy Statement. In anticipation of future grants of Performance Shares and Restricted Stock Units under the Plan, pursuant to the SEC's recently adopted Item 1.01 of Form 8-K, the Company is filing herewith copies of the form of individual Performance Share Award Agreement and Non-Employee Director Restricted Stock Unit Award Agreement typically used in connection with such grants.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits. The following exhibit is filed with this document.

| Exhibit Number | Description |
|----------------|---|
| ----- | ----- |
| 10-0 | Form of Performance Share Award Agreement |
| 10-1 | Form of Non-Employee Director Restricted Stock Unit Award Agreement |

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|---|
| ----- | ----- |
| 10-0 | Form of Performance Share Award Agreement |
| 10-1 | Form of Non-Employee Director Restricted Stock Unit Award Agreement |

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.

ARROW ELECTRONICS, INC.

Date: October 29, 2004

By: /s/ Peter S. Brown

Name: Peter S. Brown
Title: Senior Vice President

