

SIMPLETECH INC  
Form 8-K  
November 08, 2006

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

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**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) November 6, 2006

**SIMPLETECH, INC.**

(Exact name of registrant as specified in charter)

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

**000-31623**  
(Commission  
File Number)

**33-0399154**  
(IRS Employer  
Identification No.)

**3001 Daimler Street,  
Santa Ana, California**  
(Address of principal executive offices)

Registrant's telephone number, including area code (949) 476-1180

**92705-5812**  
(Zip 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 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)

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

On November 6, 2006, the Board of Directors (the Board) of SimpleTech, Inc. (the Company) approved changes in the compensation paid to its non-employee directors. The Chairs of the Audit Committee and Compensation Committee shall each receive \$2,000 for each regular meeting presided in person and each other member of such committees shall receive \$1,000 for each regular meeting attended in person. Members of the Nominating and Corporate Governance Committee shall each receive \$1,000 for each regular meeting attended in person. The fee to non-employee directors for attendance in person at each regular Board meeting remains at \$5,000. Non-employee directors attending a meeting by telephone conference shall receive 50% of the foregoing director fees.

In addition to the fee changes, the Board approved a policy for the annual grant to each non-employee director of restricted stock units (RSUs) covering 2,000 shares of the Company's common stock under the Stock Issuance Program of the Company's 2000 Stock Incentive Plan upon such director's re-election by the Company's shareholders at the Company's Annual Shareholders Meeting. Each RSU award will be granted on the date of the Company's Annual Shareholders Meeting and will vest upon the non-employee director's continuation of Board service through the one year anniversary of the date of grant. As the RSUs vest, the shares of common stock underlying those vested units will be promptly issued.

No changes were made to the other compensation arrangements for the non-employee directors. The foregoing changes to the compensation paid to the Company's non-employee directors shall be effective beginning January 1, 2007. A summary of the Company's current non-employee director compensation arrangements, reflecting the change referenced above, is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is furnished as part of this report:

**Exhibit**

<b>Number</b>	<b>Description of Exhibit</b>
99.1	Summary of Non-Employee Director Compensation Arrangements.

**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 thereunto duly authorized.

SimpleTech, Inc.

Date: November 6, 2006

By: /s/ Dan Moses  
Dan Moses  
Chief Financial Officer and Executive Vice President

**Exhibit Index**

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