

ORTHOFIX INTERNATIONAL N V

Form 8-K

February 22, 2011

**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): February 15, 2011

**Orthofix International N.V.**

(Exact name of Registrant as specified in its charter)

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

**0-19961**  
(Commission File Number)

**N/A**  
(IRS Employer Identification No.)

**7 Abraham de Veerstraat**

**N/A**

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**Curacao**  
(Address of principal executive offices)

(Zip Code)

**Registrant's telephone number, including area code: 011-59-99-465-8525**

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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Special Retention Cash Bonus Awards**

On February 15, 2011, the Compensation Committee (the "Committee") of the Board of Directors of Orthofix International N.V. (the "Company") approved a special retention cash bonus for certain executive officers and employees of the Company (the "Special Retention Bonus Award"). The Special Retention Bonus Awards are payable to participants on December 31, 2011, in each case contingent upon the applicable participant remaining an employee of the Company or one of its subsidiaries on such date. The executive officers below, who are named executive officers of the Company as defined in the Company's 2010 definitive proxy statement (or, in the case of Mr. McCollum, the Company's current interim principal financial officer), received the following Special Retention Bonus Awards:

| Name              | Amount     |
|-------------------|------------|
| Alan W. Milinazzo | \$ 400,000 |
| Robert S. Vaters  | \$ 350,000 |
| Michael Finegan   | \$ 150,000 |
| Brian McCollum    | \$ 150,000 |

The Committee also approved the form of award letter filed herewith as Exhibit 10.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

10.1 Form of Award Letter Regarding Special Retention Cash Bonus Award.

**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.

Orthofix International N.V.

By: /s/ Brian McCollum  
Brian McCollum

Interim Chief Financial Officer and Senior Vice  
President of Finance

Date: February 22, 2011

**EXHIBIT INDEX**

| Exhibit No. | Description  |
|-------------|--|
| 10.1        | Form of Letter Agreement Regarding Special Retention Cash Bonus Award. |