

ZEBRA TECHNOLOGIES CORP/DE
Form 8-K
June 18, 2008

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): **June 16, 2008**

ZEBRA TECHNOLOGIES CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-19406
(Commission
File Number)

36-2675536
(IRS Employer
Identification No.)

333 Corporate Woods Parkway, Vernon Hills, Illinois
(Address of Principal Executive Offices)

60061
(Zip Code)

Registrant's telephone number, including area code: **847-634-6700**

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

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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 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)
- 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(d) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of New Non-Employee Director; Stock Option Grant

Effective June 16, 2008, the Board of Directors (the Board) of Zebra Technologies Corporation (the Company) appointed Richard L. Keyser as a director of the Company.

The Compensation Committee of the Board approved the grant of a non-qualified stock option (the Option) to Mr. Keyser in connection with his appointment. The Option has a ten-year term and has an exercise price equal to the closing price of Company s Class A Common Stock (Common Stock) on the date of grant, June 16, 2008. The Option is exercisable for 18,000 shares of the Common Stock and vests in four equal installments on each of the first four anniversaries of the grant date, subject to Mr. Keyser s continued service as a director on each such vesting date.

The Option was granted pursuant to the Company s form of Director 4-Year Vesting Non-Qualified Stock Option Agreement, which was previously filed with the SEC.

Item 9.01 Financial Statements and Exhibits

(d) Exhibit

Exhibit No.	Description of Exhibits
10.1	Press Release

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.

ZEBRA TECHNOLOGIES CORPORATION

Date: June 17, 2008

By: /s/ Anders Gustafsson
Anders Gustafsson

Chief Executive Officer

EXHIBIT INDEX

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f disinterested directors, independent legal counsel, the shareholders or a court of competent jurisdiction.

Article VI of the Company's Bylaws provides in substance, that to the maximum extent permitted by California law, each director and officer shall be indemnified against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with any proceeding arising by reason of the fact that such officer or director is or was an agent of the Company. The indemnification provided by the Company's Bylaws is not deemed exclusive of or intended in any way to limit any other rights to which any person seeking indemnification may be entitled.

Section 204(a)(10) ("Section 204(a)(10)") of California General Corporation Law, as amended, generally allows corporations to eliminate or limit the personal liability of a director for monetary damages in a derivative action for breach of a director's duties to the corporation and its shareholders, except for liability for (i) acts or omissions involving intentional misconduct or a knowing violation of the law, (ii) acts or omissions that a director believes to be contrary to the best interests of the best interests of the corporation or its shareholders or that involve the absence of good faith on the part of the director, (iii) for any transaction from which a director derived a personal benefit, (iv) for acts or

omissions that show a reckless disregard for the director's duty to the corporation or its shareholders in circumstances in which the director was aware, or should have been aware, of a risk of serious injury to the corporation or its shareholders, (v) for acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of the director's duty to the corporation or its shareholders, (vi) under Section 310 of California General Corporation Law, or (vii) under Section 316 of California General Corporation Law.

Article IV of the Company's Articles of Incorporation provides that the liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. Section 204.5(a) of California General Corporation Law provides that if the articles of a corporation contain such a provision, the corporation shall be considered to have adopted a provision as authorized by Section 204(a)(10).

The Registrant maintains liability insurance insuring the Registrant's officers and directors against liabilities that they may incur in such capacities.

Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

Item 16. Exhibits

- 3.1(1) Registrant's Articles of Incorporation, as amended.
- 3.2* Registrant's Bylaws, as amended.
- 4.1* Specimen certificate of Common Stock
- 4.2(2) Certificate of Determination of Series F Convertible Preferred Stock of Altris Software, Inc., dated September 29, 2003.
- 4.3(3) Certificate of Determination of Series G Convertible Preferred Stock of Spescom Software Inc., dated November 5, 2004.
- 4.3(4) Registration Rights Agreement by and among Altris Software, Inc., Spescom Limited, and Spescom Ltd., dated September 30, 2003.
- 4.4(5) Form of Warrant to Purchase Common Stock of Altris Software, Inc.
- 4.5(6) Registration Rights Agreement by and among Altris Software, Inc. and certain shareholders, dated August 31, 2003.
- 4.6(7) Registration Rights Agreement by and among the Company, Monarch Pointe Fund, Ltd. and Mercator Advisory Group, LLC, dated November 5, 2004.
- 4.7(8) Warrant to Purchase Common Stock issued to Mercator Advisory Group, LLC, dated November 5, 2004.
- 4.8(9) Warrant to Purchase Common Stock issued to Monarch Pointe Fund, Ltd., dated November 5, 2004.
- 4.9(10) Warrants to Purchase Common Stock issued to Trilogy Capital Partners, dated November 4, 2004.
- 4.10** Warrant to Purchase Common Stock issued to Cappello Capital Corp.
- 5.1 Opinion of Gibson, Dunn & Crutcher LLP
- 10.1(11) Lease between CFD-Mesa Ridge Partners and Altris Software, Inc., dated April 1, 2003.

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- 10.2(12) 10.0% promissory note due October 15, 2003 in principal amount of \$1,235,076 issued by Altris Software, Inc. to Spescom Limited, a South African corporation on February 15, 2002.
- 10.3(13) 10.0% promissory note due October 15, 2003 in principal amount of \$1,810,383 issued by Altris Software, Inc. to Spescom Limited, a United Kingdom corporation, on February 15, 2002.
- 10.4(14) Security Agreement between Altris Software, Inc. and Spescom Limited, a United Kingdom corporation, and Spescom Limited, a South African corporation, dated February 15, 2002.
- 10.5(15) 10% promissory note due upon demand in principal amount of \$400,000 issued by Altris Software, Inc. to Spescom Limited, a United Kingdom corporation, on March 15, 2002.
- 10.6(16) Security Agreement dated March 15, 2002 between Altris Software, Inc., a California corporation, and Spescom Limited, a United Kingdom corporation.
- 10.7(17) Pledge Agreement dated March 15, 2002 by and between Altris Software, Inc., a California corporation, Spescom Limited, a United Kingdom corporation, and Solomon Ward Seidenwurm & Smith, LLP.
- 10.8(18) 10.0% promissory note due upon demand in principal amount of \$500,000 issued by Altris Software, Inc. to Spescom Limited, a United Kingdom corporation, on April 19, 2002.
- 10.9(19) 10.0% promissory note due upon demand in principal amount of \$700,000 issued by Altris Software, Inc. to Spescom Limited, a United Kingdom corporation, on May 31, 2002.
- 10.10(20) Debt Conversion Agreement by and between Altris Software, Inc., Spescom Limited, and Spescom Ltd., dated September 30, 2003.
- 10.11(21) Promissory Note dated November 18, 2003 issued by Spescom Software Inc. to Spescom Ltd., a United Kingdom Corporation.
- 10.16(22) Subscription Agreement by and among the Company, Monarch Pointe Fund, Ltd. and Mercator Advisory Group, LLC, dated November 5, 2004.
- 10.17(23) Amended and Restated 1996 Stock Incentive Plan.
- 10.18(24) Form of Incentive Stock Option Agreement, Non-Statutory Stock Option Agreement and Restricted Stock Option Agreement under Amended and Restated 1996 Stock Incentive Plan.
- 10.19* 1987 Stock Option Plan, as amended April 27, 1994.
- 10.20* Forms of Incentive Stock Option Agreement and Nonstatutory Stock Option Agreement under 1987 Stock Option Plan
- 21.1(25) Subsidiaries of the Registrant
 - 23.1 Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1)
 - 23.2 Consent of Singer Lewak Greenbaum and Goldstein LLP
 - 23.3 Consent of Grant Thornton LLP
 - 24.1 Power of Attorney (included on signature page)

(1) Incorporated by reference to Exhibit 3.1 to the Form 10-K filed on December 6, 2004.

(2) Incorporated by reference to Exhibit 99.3 to the Form 8-K filed on October 10, 2003.

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- (3) Incorporated by reference to Exhibit 3.1 to the Form 8-K filed on November 12, 2004.
- (4) Incorporated by reference to Exhibit 99.4 to the Form 8-K filed on October 10, 2003.
- (5) Incorporated by reference to Exhibit 99.2 to the Form 8-K filed on October 1, 2003.
- (6) Incorporated by reference to Exhibit 99.3 to the Form 8-K filed on October 1, 2003.
- (7) Incorporated by reference to Exhibit 10.2 to the Form 8-K filed on November 12, 2004.
- (8) Incorporated by reference to Exhibit 10.3 to the Form 8-K filed on November 12, 2004.
- (9) Incorporated by reference to Exhibit 10.4 to the Form 8-K filed on November 12, 2004.
- (10) Incorporated by reference to Exhibit 10.5 to the Form 8-K filed on November 12, 2004.
- (11) Incorporated by reference to Exhibit 10.1 to the Form 10-Q filed on August 14, 2003
- (12) Incorporated by reference to Exhibit 10.28 to the Form 10-Q filed on May 15, 2002.
- (13) Incorporated by reference to Exhibit 10.29 to the Form 10-Q filed on May 15, 2002.
- (14) Incorporated by reference to Exhibit 10.29 to the Form 10-Q filed on May 15, 2002.
- (15) Incorporated by reference to Exhibit 10.29 to the Form 10-Q filed on May 15, 2002.
- (16) Incorporated by reference to Exhibit 10.29 to the Form 10-Q filed on May 15, 2002.
- (17) Incorporated by reference to Exhibit 10.29 to the Form 10-Q filed on May 15, 2002.
- (18) Incorporated by reference to Exhibit 10.34 to the Form 10-Q filed on August 14, 2002.
- (19) Incorporated by reference to Exhibit 10.35 to the Form 10-Q filed on August 14, 2002.
- (20) Incorporated by reference to Exhibit 99.2 to the Form 8-K filed on October 10, 2003.
- (21) Incorporated by reference to Exhibit 10.10 to the Form 10-Q filed on February 13, 2004.
- (22) Incorporated by reference to Exhibit 10.1 to the Form 8-K filed on November 12, 2004.
- (23)

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Incorporated by reference to Exhibit 10.1 to the Registration Statement on Form S-8 filed on April 5, 2004.

(24)

Incorporated by reference to Exhibit 10.6 to the Form 10-K filed March 31, 1997.

(25)

Incorporated by reference to Exhibit 21 to the Form 10-K filed on December 20, 2002.

*

Incorporated herein by this reference from previous filings with the Securities and Exchange Commission.

**

To be filed by amendment.

Item 17. Undertakings.

The undersigned Registrant hereby undertakes:

(1)

To file, during any period in which any offers or sales are being made, a post-effective amendment to the registration statement:

(i)

To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933.

(ii)

To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in

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volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii)

To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any other material change to such information in the registration statement.

(2)

That for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3)

To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4)

That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5)

To deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

We have been advised that, in the opinion of the Securities and Exchange Commission, indemnifying our directors, officers, and controlling persons for liabilities arising under the Securities Act of 1933 pursuant to our charter and bylaws, or otherwise, is against public policy as expressed in the Act and is, therefore, unenforceable. If a claim for indemnification against such liabilities (other than the payment by us of expenses incurred or paid by our directors, officers, or controlling persons in the successful defense of any action, suit or proceeding) is asserted by any of our directors, officers, or controlling persons concerning the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on this 6th day of December, 2004.

SPESCOM SOFTWARE INC.

/s/ JOHN W. LOW

John W. Low,

Chief Financial Officer and Secretary

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Carl Mostert and John W. Low and each of them, with full power of substitution and full power to act, his true and lawful attorney-in-fact and agent to act for him in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, any and all registration statements filed pursuant to Rule 462(b) of the Securities Act of 1933 (including post-effective amendments) to register additional securities and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ CARL MOSTERT Carl Mostert	Chief Executive Officer and Director (Principal Executive Officer)	December 6, 2004
/s/ JOHN W. LOW John W. Low	Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	December 6, 2004
/s/ MICHAEL SILVERMAN Michael Silverman	Chairman and Director	December 6, 2004
/s/ D. ROSS HAMILTON D. Ross Hamilton	Director	December 6, 2004

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/s/ HILTON ISAACMAN

Hilton Isaacman

Director

December 6, 2004

/s/ JOHANN LEITNER

Johann Leitner

Vice President, Strategic
Marketing; Director

December 6, 2004

/s/ LARRY D. UNRUH

Larry D. Unruh

Director

December 6, 2004

/s/ JAMES P. MYERS

James P. Myers

Director

December 6, 2004

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