

PRGX GLOBAL, INC.
Form 8-K
April 01, 2019

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

March 26, 2019

Date of Report (Date of earliest event reported)

PRGX Global, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Georgia
(State or Other Jurisdiction

of Incorporation)

0-28000
(Commission

File Number)

58-2213805
(IRS Employer

Identification No.)

600 Galleria Parkway, Suite 100, Atlanta, Georgia
(Address of Principal Executive Offices)

30339-5949
(Zip Code)

770-779-3900

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On March 26, 2019, the Compensation Committee (the "Committee") of the Board of Directors of PRGX Global, Inc. (the "Company") established the material terms for the 2019 short term incentive plan (the "STI Plan"), in which the Company's principal executive officer, principal financial officer and its other named executive officers will participate. The material terms of the 2019 STI Plan are as follows:

Bonus payments, if any, made under the 2019 STI Plan will be based on the Company's level of achievement of pre-bonus adjusted EBITDA from continuing operations and revenue from continuing operations in 2019, and, for each Executive Management Committee member participating in the STI Plan (each a "Participating EMC Member"), including each of the Company's executive officers, will also be based on such Participating EMC Member's level of achievement of certain 2019 individual performance objectives. The performance objectives will vary for, and will be tailored to the job responsibilities of, each Participating EMC Member.

The target bonus amount under the 2019 STI Plan for the Chief Executive Officer is 100% of his base salary, the target bonus amount for the Senior Vice President - Global Client Operations is 80% of his base salary, the target bonus amount for the Chief Financial Officer is 65% of his base salary, and the target bonus amount for the Senior Vice President and General Counsel is 65% of his base salary.

50% of each Participating EMC Member's target bonus amount under the 2019 STI Plan will be based on the Company's 2019 revenue performance (the "Revenue Component"), 35% of each Participating EMC Member's target bonus amount under the 2019 STI Plan will be based on the Company's 2019 pre-bonus adjusted EBITDA performance (the "EBITDA Component"), and 15% of each Participating EMC Member's target bonus amount under the 2019 STI Plan will be based on such Participating EMC Member's achievement of his or her respective individual performance objectives (the "MBO Component"), which components will each be calculated independent of each other.

At threshold revenue performance, 25% of the Revenue Component is earned, at target revenue performance, 100% of the Revenue Component is earned, and 200% of the Revenue Component is earned at maximum revenue performance. At threshold pre-bonus adjusted EBITDA performance, 15% of the EBITDA Component is earned, at target pre-bonus adjusted EBITDA performance, 100% of the EBITDA Component is earned, and if pre-bonus adjusted EBITDA exceeds target pre-bonus adjusted EBITDA performance, 20% of such excess will be paid pro rata to bonus plan participants. At threshold performance of individual performance objectives, 75% of the MBO Component is earned, at target performance of individual performance objectives, 100% of the MBO Component is earned, and 150% of the MBO Component is earned at maximum performance of individual performance objectives.

SIGNATURES

Pursuant to the requirements of Section 12 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.

PRGX Global, Inc.

By: /s/ Victor A. Allums

Victor A. Allums

Senior Vice President, Secretary and
General Counsel

Dated: April 1, 2019