

ROCKWELL AUTOMATION INC

Form 8-K

October 02, 2013

**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): September 30, 2013**

**Rockwell Automation, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware  
(State or Other Jurisdiction**

**of Incorporation)**

**1-12383  
(Commission**

**File Number)  
1201 South Second Street**

**Milwaukee, Wisconsin 53204**

**25-1797617  
(IRS Employer**

**Identification No.)**

Edgar Filing: ROCKWELL AUTOMATION INC - Form 8-K

**(Address of Principal Executive Offices) (Zip Code)**

**(414) 382-2000**

**(Registrant's telephone number, including area code)**

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

On September 30, 2013, the Company entered into change of control agreements with Keith D. Nosbusch, Theodore D. Crandall, Frank C. Kulaszewicz and Robert A. Ruff (the "Agreements"). The Agreements will replace the Change of Control Agreements dated September 27, 2010 (and for Kulaszewicz, April 6, 2011) between the Company and the executives, which expire by their terms on September 30, 2013 (the "Old Agreements"). The Agreements become effective if there is a change of control of the Company on or after September 30, 2013 and before October 1, 2016. The terms and conditions set forth in the Agreements are substantially the same as those set forth in the Old Agreements (which are summarized in our most recent Proxy Statement dated December 13, 2012), except that the Agreements (i) change the amount of the annual bonus payable during the protected period from the highest bonus for the last three years to the current target bonus and (ii) allow the Company to suspend benefits during the benefits continuation period after termination of employment if any such benefits would be discriminatory under the provisions of the Patient Protection and Affordable Care Act.

The foregoing description of the Agreements is not complete and is qualified in its entirety by reference to the Agreement with Mr. Nosbusch and the form of Agreement with the other officers, copies of which are filed herewith as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

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

(d) Exhibits

- 99.1 Change of Control Agreement dated as of September 30, 2013 between the Company and Keith D. Nosbusch.
- 99.2 Form of Change of Control Agreement dated as of September 30, 2013 between the Company and each of Theodore D. Crandall, Frank C. Kulaszewicz and Robert A. Ruff.

(Page 2 of 4 Pages)

**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 hereunto duly authorized.

ROCKWELL AUTOMATION, INC.  
(Registrant)

By /s/ Douglas M. Hagerman  
Douglas M. Hagerman  
Senior Vice President, General Counsel  
and Secretary

Date: October 2, 2013

(Page 3 of 4 Pages)

EXHIBIT INDEX

Exhibit No.	Description
99.1	Change of Control Agreement dated as of September 30, 2013 between the Company and Keith D. Nosbusch
99.2	Form of Change of Control Agreement dated as of September 30, 2013 between the Company and each of Theodore D. Crandall, Frank C. Kulaszewicz and Robert A. Ruff

(Page 4 of 4 Pages)