

Edgar Filing: APPLEBEES INTERNATIONAL INC - Form 8-K

APPLEBEES INTERNATIONAL INC  
Form 8-K  
December 15, 2004

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

Date of report (Date of earliest  
event reported) December 15, 2004 (December 9, 2004)

-----  
APPLEBEE'S INTERNATIONAL, INC.

-----  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE	000-17962	43-1461763
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

4551 W. 107th Street, Overland Park, Kansas	66207
(Address of principal executive offices)	(Zip Code)

(913) 967-4000

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

None

-----  
(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 CFR 230.425)
- ] Soliciting material pursuant to Rule 17a-12 under the Exchange Act (17 CFR 240.14d-2(b))
- ] 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))

## Edgar Filing: APPLEBEES INTERNATIONAL INC - Form 8-K

Item 1.01. Entry into a Material Definitive Agreement.

(a) On December 9, 2004, the Board of Directors of Applebee's International, Inc. (the "Company") approved the following form agreements to be used for future grants under the Amended and Restated 1995 Equity Incentive Plan (the "Plan") to the Company's officer participants in the Plan: (i) Nonqualified Stock Option Agreement; (ii) Incentive Stock Option Agreement; (iii) Restricted Stock Award Agreement; and (iv) Restricted Stock Award Agreement for shares subject to the Company's stock ownership guidelines. A copy of the Plan was filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 27, 2004.

On December 9, 2004, the Board approved the following form agreements to be used for future grants under the Plan to the Company's nonemployee directors: (i) Nonqualified Stock Option Agreement; and (ii) Restricted Stock Award Agreement.

Each form agreement approved by the Board is filed as an exhibit under Item 9.01 of this Form 8-K.

(b) On December 9, 2004, the Board approved, pursuant to Section 9.1(a) of the Plan, the amount and mix of cash and equity compensation to be paid to the Company's nonemployee directors for their services to the Company in 2005. The total annual compensation is valued at \$171,000, based on, as set forth in 9.1(a), providing overall compensation in the range of the 75th percentile of nonemployee director compensation paid by a selected peer group of public companies. Each nonemployee director will receive \$35,000 in cash as an annual retainer. Pursuant to Section 9.1(c) of the Plan, a director may elect to receive all or a portion of this retainer in stock options. The remaining \$136,000 in value of annual compensation will be paid in a combination of stock options and restricted stock.

Item 9.01. Financial Statements and Exhibits.

(c) EXHIBITS.

- 10.1 Form of Officer Nonqualified Stock Option Agreement
- 10.2 Form of Officer Incentive Stock Option Agreement
- 10.3 Form of Officer Restricted Stock Award Agreement
- 10.4 Form of Officer Restricted Stock Award Agreement for shares subject to the Company's stock ownership guidelines
- 10.5 Form of Nonqualified Stock Option Agreement for Nonemployee Directors
- 10.6 Form of Restricted Stock Award Agreement for Nonemployee Directors

2

### 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.

Date: December 15, 2004

APPLEBEE'S INTERNATIONAL, INC.

By: /s/ Steven K. Lumpkin

-----  
Steven K. Lumpkin  
Executive Vice President and  
Chief Financial Officer

3

Exhibit Index

Exhibit Number	Description
-----	-----
10.1	Form of Officer Nonqualified Stock Option Agreement
10.2	Form of Officer Incentive Stock Option Agreement
10.3	Form of Officer Restricted Stock Award Agreement
10.4	Form of Officer Restricted Stock Award Agreement for shares subject to the Company's stock ownership guidelines
10.5	Form of Nonqualified Stock Option Agreement for Nonemployee Directors
10.6	Form of Restricted Stock Award Agreement for Nonemployee Directors

4