

Dorman Products, Inc.  
Form 8-K  
May 24, 2010

**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): **May 20, 2010**

**Dorman Products, Inc.**

(Exact name of Registrant as Specified in Charter)

**Pennsylvania**  
(State or Other Jurisdiction)

**000-18914**  
(Commission File Number)

**23-2078856**  
(IRS Employer

of Incorporation)

Identification No.)

**3400 East Walnut Street, Comar, Pennsylvania 18915**

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(215) 997-1800**

**Not Applicable**

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(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:

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

At the 2010 Annual Meeting of Shareholders ( Annual Meeting ) of Dorman Products, Inc. (the Company ) held on Thursday, May 20, 2010, the shareholders approved the Company s 2010 Executive Cash Bonus Plan (the Cash Bonus Plan ) which will provide for incentive payments to executives who may be covered by Section 162(m) of the Internal Revenue Code. The Bonus Plan is designed to provide a direct link between performance and compensation for the Company s top executives.

For a description of the terms and conditions of the Cash Bonus Plan, see the summary of the Cash Bonus Plan under Proposal III in the proxy statement for the Company s Annual Meeting, which description is incorporated herein by reference. The description of the Cash Bonus Plan contained in the proxy statement is qualified in its entirety by reference to the full text of the Cash Bonus Plan, a copy of which is filed herewith as an exhibit to this Form 8-K.

**Item 5.07** **Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of the Company s shareholders was held on Thursday, May 20, 2010. Proxies for the meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934 and there was no solicitation in opposition to the nominees proposed by the Board.

During this Annual Meeting, shareholders were asked to consider and vote upon three proposals: (1) to elect the Company s six nominees as directors, each to serve for a term of one year to expire at the next annual meeting of shareholders and until his successor has been selected and qualified, (2) to ratify KPMG LLP as the Company s independent registered public accounting firm for the 2010 fiscal year, and (3) to approve the 2010 Executive Cash Bonus Plan.

On the record date of March 19, 2010, there were 17,756,949 shares of the Company s common stock issued and outstanding and entitled to vote at the annual meeting. For each proposal, the results of the shareholder voting were as follows:

1. Election of director nominees to serve as directors for a term of one year to expire at the next annual meeting of shareholders and until his successor has been selected and qualified.

| Name                 | For        | Withhold Authority | Broker Non-Vote |
|----------------------|------------|--------------------|-----------------|
| Richard N. Berman    | 15,322,835 | 60,414             | 1,501,755       |
| Steven L. Berman     | 15,322,835 | 60,414             | 1,501,755       |
| John F. Creamer, Jr. | 15,320,323 | 62,926             | 1,511,755       |
| Paul R. Lederer      | 15,169,350 | 213,899            | 1,511,755       |
| Edgar W. Levin       | 15,315,779 | 67,926             | 1,511,755       |
| Richard T. Riley     | 15,319,779 | 63,470             | 1,511,755       |

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2. Ratification of KPMG LLP as the Company's independent registered public accounting firm for the 2010 fiscal year.

| Votes in Favor | Votes Against | Abstain | Broker Non-Vote |
|----------------|---------------|---------|-----------------|
| 16,820,430     | 55,455        | 19,119  |                 |

3. Approval of the 2010 Executive Cash Bonus Plan.

| Votes in Favor | Votes Against | Abstain | Broker Non-Vote |
|----------------|---------------|---------|-----------------|
| 15,290,718     | 62,475        | 30,056  | 1,511,755       |

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

**(d) Exhibits**

| Exhibit Number | Description                                      |
|----------------|--|
| 10.1           | 2010 Executive Cash Bonus Plan (filed herewith). |

**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.

**DORMAN PRODUCTS, INC.**

Date: May 24, 2010

By:

/s/ Mathias J. Barton  
Name: Mathias J. Barton  
Title: Chief Financial Officer

**Exhibit Index**

| <b>Exhibit Number</b> | <b>Description</b>                               |
|-----------------------|--|
| 10.1                  | 2010 Executive Cash Bonus Plan (filed herewith). |