

KRONOS INC  
Form 8-K  
February 02, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

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**Date of Report (Date of earliest event reported): February 2, 2004**

**KRONOS INCORPORATED**

(Exact name of registrant as specified in charter)

<b>Massachusetts</b> (State or other	<b>0-20109</b> (Commission	<b>04-2640942</b> (IRS Employer
<b>jurisdiction of incorporation</b>	<b>File Number)</b>	<b>Identification No.)</b>
<b>297 Billerica Road, Chelmsford, MA</b> (Address of principal executive offices)		<b>01824</b> (Zip Code)

**Registrant's telephone number, including area code: 978-250-9800**

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(Former name or former address, if changed since last report)

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**Item 5. Other Events**

On December 23, 2003, Kronos Incorporated (the Company) filed its definitive proxy materials in connection with its 2004 Annual Meeting of Stockholders. In those materials the Company asked its stockholders to approve a proposal to increase the number of shares of common stock, par value \$0.01 per share (Common Stock), available for issuance under the Company's 2002 Stock Incentive Plan (the 2002 Plan) from 2,550,000 shares to 5,000,000, reflecting an increase of 2,450,000 shares (the Stock Plan Proposal).

In response to comments received regarding the Stock Plan Proposal, on February 2, 2003, the Company's board of directors voted to amend the 2002 Plan to limit the number of shares of Common Stock issuable thereunder to 4,850,000 shares, notwithstanding the number of shares authorized under the Stock Plan Proposal. Furthermore, the board of directors voted that in order to amend, modify or otherwise terminate the foregoing limitation, the Company must obtain the affirmative consent of a majority of the shares of outstanding Common Stock present and properly cast at a subsequent annual or special meeting of stockholders.

As a result of this board action, even if the Company's stockholders approve the Stock Plan Proposal, the Company will issue no more than 2,300,000 shares of the 2,450,000 shares under the 2002 Plan otherwise approved for issuance by the Company's stockholders.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

- (a) *Financial Statements of Businesses Acquired*

Not Applicable.

- (b) *Pro Forma Financial Information*

Not Applicable.

- (c) *Exhibits*

Not Applicable.

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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.

Date: February 2, 2004

KRONOS INCORPORATED

By: /s/ Paul A. Lacy

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Paul A. Lacy

*Executive Vice President, Chief Financial*

*and Administrative officer*