

BIG 5 SPORTING GOODS CORP
Form 8-K
March 06, 2009

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): March 2, 2009

BIG 5 SPORTING GOODS CORPORATION
(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-49850
(Commission File Number)

95-4388794
(IRS Employer
Identification No.)

2525 East El Segundo Boulevard,
El Segundo, California
(Address of principal executive
offices)

90245
(Zip Code)

Registrant's telephone number, including area code: (310) 536-0611
N/A

(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):

- ☐ 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.

(e) On March 2, 2009, the Compensation Committee (the "Compensation Committee") of the Board of Directors of Big 5 Sporting Goods Corporation (the "Company") approved no changes to the annual base salaries for the Company's executive officers for fiscal 2009. The following table sets forth the annual base salaries for fiscal 2009 for the Company's Chief Executive Officer, Chief Financial Officer, and each of the Company's three other most highly compensated executive officers during the fiscal year ended December 28, 2008 (salary information for the prior year is also included for comparison purposes):

NAME AND POSITION	FISCAL YEAR	ANNUAL SALARY
Steven G. Miller Chairman of the Board, President and Chief Executive Officer	2009	\$ 473,000
	2008	\$ 473,000
Barry D. Emerson Senior Vice President and Chief Financial Officer	2009	\$ 325,000
	2008	\$ 325,000
Thomas J. Schlauch Senior Vice President, Buying	2009	\$ 270,000
	2008	\$ 270,000
Richard A. Johnson Executive Vice President	2009	\$ 244,000
	2008	\$ 244,000
Gary S. Meade Senior Vice President, General Counsel and Secretary	2009	\$ 209,000
	2008	\$ 209,000

Also, on March 2, 2009, the Compensation Committee authorized the payment of an annual cash bonus to each of the foregoing executive officers in respect of the year ended December 28, 2008 (fiscal 2008), which amounts were as follows (bonuses previously paid for the prior year are also shown for comparison purposes):

NAME	FISCAL YEAR	BONUS
Steven G. Miller	2008	\$ 250,000
	2007	\$ 500,000
Barry D. Emerson	2008	\$ 110,000
	2007	\$ 175,000
Thomas J. Schlauch	2008	\$ 134,000
	2007	\$ 214,000
Richard A. Johnson	2008	\$ 122,000
	2007	\$ 194,000
Gary S. Meade	2008	\$ 69,000
	2007	\$ 110,000

The foregoing is intended only to be a summary of existing arrangements and is not intended to provide any additional rights to any officer.

On March 5, 2009, in an effort to align Mr. Miller's severance package more closely with current standards, the Company, Big 5 Corp. and the Company's Chief Executive Officer, Steven G. Miller, executed an amendment to Mr. Miller's employment agreement whereby Mr. Miller agreed to reduce the lump sum severance payment he is to receive upon certain termination events from four years annual compensation to three years annual compensation. In addition, the amendment provides that, for purposes of calculating this severance payment, Mr. Miller's annual compensation will be deemed to equal the average annual compensation received by Mr. Miller for each of the five years immediately preceding the year in which the termination date falls, as reflected on Mr. Miller's Forms W-2 for those years.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
10.1	Base Salary and Bonus Information for Certain Executive Officers
10.2	Amendment No. 1 to Second Amended and Restated Employment Agreement, dated as of March 5, 2009, by and between Big 5 Sporting Goods Corporation, Big 5 Corp. and Steven G. Miller

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.

BIG 5 SPORTING GOODS
CORPORATION
(Registrant)

Date: March 6, 2009

/s/ Steven G. Miller
Steven G. Miller
President and Chief Executive Officer