

TUESDAY MORNING CORP/DE
Form 8-K
November 30, 2012

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): **November 28, 2012**

Tuesday Morning Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

0-19658

(Commission File Number)

75-2398532

(IRS Employer Identification No.)

6250 LBJ Freeway

Dallas, Texas

(Address of principal executive offices)

75240

(Zip Code)

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Registrant's telephone number, including area code: **(972) 387-3562**

Not applicable

(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.

On November 28, 2012, the Board of Directors (the Board) of Tuesday Morning Corporation (the Company) appointed R. Michael Rouleau to serve as an independent director of the Company until his term expires at the Company's next annual meeting of stockholders to be held in 2013. Pursuant to the Standstill Agreement, dated June 29, 2012, by and among the Company and Becker Drapkin Management, L.P. and certain of its affiliates (collectively, the Shareholder Group), the Company and the Shareholder Group agreed to use their reasonable best efforts to mutually select two additional independent persons to be appointed as members of the Board, and Mr. Rouleau's appointment satisfies one of such appointments. Except as otherwise provided above, there are no understandings or arrangements between Mr. Rouleau and any other person pursuant to which Mr. Rouleau was selected to serve as a director of the Company and there are no reportable transactions under Item 404(a) of Regulation S-K. Mr. Rouleau was also appointed to the Audit and Compensation Committees of the Board. Upon Mr. Rouleau's appointment to the Board, he was awarded shares of restricted stock valued at \$37,500 on the date of grant and non-qualified options to purchase 20,000 shares of the Company's common stock.

Mr. Rouleau will receive compensation for his service on the Board in accordance with the Company's standard compensatory arrangements for independent directors. These arrangements include an annual retainer in the amount of \$30,000, a Board meeting fee of \$2,500 for in-person meetings and \$1,000 for telephonic meetings, an Audit Committee fee of \$1,500 for in-person meetings and \$750 for telephonic meetings, a Compensation Committee fee of \$1,000 for in-person meetings and \$500 for telephonic meetings, and an annual restricted stock award valued at \$50,000. In addition, Mr. Rouleau will be reimbursed for his out-of-pocket expenses incurred in attending Board meetings and will receive the standard 20% discount on merchandise purchases provided to all of the Company's employees.

The press release announcing the appointment of Mr. Rouleau as a director of the Company is attached hereto as Exhibit 99.1

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release announcing the appointment of R. Michael Rouleau to the Board of Directors of Tuesday Morning Corporation

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.

TUESDAY MORNING CORPORATION

Date: November 30, 2012

By: */s/ Stephanie Bowman*
Stephanie Bowman
Executive Vice President and Chief
Financial Officer

Exhibit Index

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