

PERFORMANCE FOOD GROUP CO

Form 8-K

March 06, 2007

**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, 2007

**PERFORMANCE FOOD GROUP COMPANY**

(Exact Name of Registrant as Specified in Charter)

Tennessee

0-22192

54-0402940

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(I.R.S. Employer Identification  
No.)

12500 West Creek Parkway, Richmond, Virginia

23238

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (804) 484-7700  
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. below):

- 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 Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 2, 2007, the Compensation Committee (the Committee) of the Board of Directors of Performance Food Group Company, a Tennessee corporation (the Company) approved the award to certain of the Company's employees of shares of restricted stock and stock appreciation rights to be settled in shares of the Company's common stock, par value \$0.01 per share (the Common Stock). Below is the number of stock appreciation rights and restricted shares awarded to the individuals that were identified as named executive officers in the Company's proxy statement for its 2006 annual meeting of shareholders and those individuals that are expected to be identified as the Company's named executive officers in its proxy statement for its 2007 annual meeting shareholders:

| <b>Name</b>            | <b>Title</b>  | <b>Stock<br/>Appreciation<br/>Rights</b> | <b>Restricted<br/>Share<br/>Award</b> |
|------------------------|---|--|---------------------------------------|
| Robert C. Sledd        | Chairman  |  |                                       |
| Steve Spinner          | President and Chief Executive Officer                                     | 37,800                                   | 9,000                                 |
| Tom Hoffman            | Senior Vice President and Chief Executive Officer -<br>Customized Segment | 10,500                                   | 3,500                                 |
| John D. Austin         | Senior Vice President and Chief Financial Officer                         | 14,700                                   | 3,500                                 |
| Joseph J. Paterak, Jr. | Senior Vice President of Strategy and Support                             | 9,450                                    | 2,250                                 |
| Charlotte L. Perkins   | Chief Human Resources Officer   | 8,400                                    | 2,000                                 |

In addition to the employees identified above, Keith Middleton, the Company's Senior Vice President and Controller, was awarded 4,748 stock appreciation rights and 1,583 shares of restricted stock.

The stock appreciation rights, which, like the restricted shares, vest on March 2, 2011, have a grant price equal to \$29.46 per share, the closing market price for the Common Stock on The Nasdaq Global Select Market on the date of grant, and expire ten years from the date of grant. The stock appreciation rights will be settled in shares of Common Stock and provide for a maximum appreciation of \$60 per right. The stock appreciation rights, which were awarded pursuant to the Performance Food Group Company 2003 Equity Incentive Plan (the Plan), vest and become exercisable upon the occurrence of a change in control or potential change in control, as those terms are defined in the Plan. Each recipient's stock appreciation right award agreement contains provisions dealing with, among other things, (i) the effect, on the award, of the termination of the grantee's service as an employee of the Company whether by early or normal retirement, disability, death, or voluntary or involuntary termination; (ii) the stock appreciation rights transferability; and (iii) the manner in which the grantee can exercise the stock appreciation rights.

The form of stock appreciation rights agreement is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

On March 2, 2007, the Committee also approved the following base salary levels, effective March 1, 2007:

| <b>Name</b>            | <b>Title</b>  | <b>2007<br/>Base Salaries</b> |
|------------------------|---|-------------------------------|
| Steve Spinner          | President and Chief Executive Officer   | \$655,000                     |
| Tom Hoffman            | Senior Vice President, President and<br>Chief Executive Officer Customized<br>Segment | \$360,000                     |
| John D. Austin         | Senior Vice President and Chief<br>Financial Officer                                  | \$353,000                     |
| Joseph J. Paterak, Jr. | Senior Vice President of Strategy and<br>Support                                      | \$302,000                     |
| Charlotte L. Perkins   | Chief Human Resources Officer   | \$270,000                     |

**Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits*

10.1 Form of Stock Appreciation Right Award Agreement

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**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.

PERFORMANCE FOOD GROUP COMPANY

By: /s/ John D. Austin

Name: John D. Austin

Title: Senior Vice President and Chief  
Financial Officer

Date: March 6, 2007

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**EXHIBIT INDEX**

**Exhibit**

**No.**

**Description**

10.1

Form of Stock Appreciation Right Award Agreement