

KNOLL INC  
Form 8-K  
December 07, 2009

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**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): 12/01/2009**

**Knoll, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-12907**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**13-3873847**  
(IRS Employer  
Identification No.)

**1235 Water Street, East Greenville, Pennsylvania 18041**  
(Address of principal executive offices, including zip code)

**(215) 679-7991**  
(Registrant's telephone number, including area code)

(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 December 1, 2009, Knoll, Inc. (the "Company") approved 2010 non-equity incentive awards for the executive officers listed below. The Company also determined that the current base salaries for these officers will remain unchanged for 2010.

Andrew B. Cogan, Chief Executive Officer. Mr. Cogan was granted a 2010 non-equity incentive award with a target incentive payment of \$800,000. A copy of Mr. Cogan's 2010 non-equity incentive award letter, detailing his participation in the 2010 Knoll, Inc. Incentive Compensation Program, is attached as Exhibit 10.1 to this Current Report on Form 8-K.

Lynn M. Utter, President and Chief Operating Officer, Knoll North America. Ms. Utter was granted a 2010 non-equity incentive award with a target incentive payment of \$500,000. A copy of Ms. Utter's 2010 non-equity incentive award letter, detailing her participation in the 2010 Knoll, Inc. Incentive Compensation Program, is attached as Exhibit 10.2 to this Current Report on Form 8-K.

Barry L. McCabe, Executive Vice President and Chief Financial Officer. Mr. McCabe was granted a 2010 non-equity incentive award with a target incentive payment of \$295,000. A copy of Mr. McCabe's 2010 non-equity incentive award letter, detailing his participation in the 2010 Knoll, Inc. Incentive Compensation Program, is attached as Exhibit 10.3 to this Current Report on Form 8-K.

Arthur C. Graves, Executive Vice President - Sales and Distribution. Mr. Graves was granted a 2010 non-equity incentive award with a target incentive payment of \$295,000. A copy of Mr. Graves' 2010 non-equity incentive award letter, detailing his participation in the 2010 Knoll, Inc. Incentive Compensation Program, is attached as Exhibit 10.4 to this Current Report on Form 8-K.

The Company also agreed to reimburse Mr. Graves up to \$75,000 in moving related expenses associated with his decision to relocate to California in December 2009.

**Item 8.01. Other Events**

On December 1, 2009, the Company's board of directors approved a temporary modification to the Knoll, Inc. Non-Employee Director Compensation Plan (the "Plan"), whereby the \$2,500 per meeting fee paid to non-employee directors under the Plan for attendance at meetings of the board of directors is temporarily suspended for fiscal year 2010. This suspension is a result of the difficult global economic environment that currently exists.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit 10.1 - Andrew B. Cogan Incentive Compensation Letter dated December 1, 2009.

Exhibit 10.2 - Lynn M. Utter Incentive Compensation Letter dated December 1, 2009.

Exhibit 10.3 - Barry L. McCabe Incentive Compensation Letter dated December 1, 2009.

Exhibit 10.4 - Arthur C. Graves Incentive Compensation Letter dated December 1, 2009.

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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.

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Knoll, Inc.

Date: December 07, 2009

By: /s/ Michael A. Pollner

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Michael A. Pollner

Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-10.1	Andrew B. Cogan Incentive Compensation Letter dated December 1, 2009
EX-10.2	Lynn M. Utter Incentive Compensation Letter dated December 1, 2009
EX-10.3	Barry L. McCabe Incentive Compensation Letter dated December 1, 2009
EX-10.4	Arthur C. Graves Incentive Compensation Letter dated December 1, 2009