

MTS SYSTEMS CORP  
Form 8-K  
February 07, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**Form 8-K**

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**CURRENT REPORT**

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): January 31, 2006

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**MTS SYSTEMS CORPORATION**  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**MINNESOTA**  
(STATE OR OTHER  
JURISDICTION OF  
INCORPORATION)

**0-2382**  
(COMMISSION FILE  
NUMBER)

**41-0908057**  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

**1400 TECHNOLOGY DRIVE, EDEN PRAIRIE, MN 55344**  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

**(952) 937-4000**  
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligations 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))



**Item 1.01. Entry into a Material Definitive Agreement**

On January 31, 2006 the shareholders of MTS Systems Corporation (the Company ) approved the MTS Systems Corporation 2006 Stock Incentive Plan (the Plan ) pursuant to which equity awards may be granted to, among others, directors and executive officers of the Company. The Plan permits up to 2,500,000 of stock incentive awards in the form of options (incentive and non-qualified), stock appreciation rights, restricted stock, restricted stock units, performance stock, performance units and other awards in stock and/or cash. A copy of the Plan, which is incorporated by reference herein, is attached hereto as Exhibit 99.1.

Also on January 31, 2006, each non-employee director of the Company was granted 2,200 shares of restricted stock pursuant to the Plan. The form of Notice of Grant of Restricted Stock and Restricted Stock Agreement for Directors is attached hereto as Exhibit 99.2 and the Uniform Terms and Conditions Applicable to Restricted Stock is attached hereto as Exhibit 99.3.

Also, on January 31, 2006 MTS Systems Corporation (the Company ) entered into a severance agreement with Douglas E. Marinaro.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

- Exhibit 99.1 MTS Systems Corporation 2006 Stock Incentive Plan.
- Exhibit 99.2 Form of Notice of Grant of Restricted Stock and Restricted Stock Agreement for Directors.
- Exhibit 99.3 Uniform Terms and Conditions Applicable to Restricted Stock.
- Exhibit 99.4 Severance Agreement for Douglas E. Marinaro.

**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 thereunto duly authorized.

**MTS SYSTEMS CORPORATION**

(Registrant)

Date: February 7, 2006

By: /s/ Susan E. Knight

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Susan E. Knight  
Vice President and Chief Financial Officer

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**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
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99.4	Exhibit 99.4 - Severance Agreement for Douglas E. Marinaro.