

ARC DOCUMENT SOLUTIONS, INC.

FORM 8-K (Current report filing)

Filed 03/22/10 for the Period Ending 03/16/10

Address	1981 N. BROADWAY, SUITE 385 WALNUT CREEK, CA 94596
Telephone	925 949-5100
CIK	0001305168
Symbol	ARC
SIC Code	7330 - Mailing, Reproduction, Commercial Art And
Industry	Business Services
Sector	Services
Fiscal Year	12/31

**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 16, 2010

AMERICAN REPROGRAPHICS COMPANY

(Exact name of registrant as specified in its charter)

STATE OF DELAWARE

(State or other jurisdiction
of incorporation)

001-32407

(Commission File Number)

20-1700361

(IRS Employer Identification No.)

1981 N. Broadway, Suite 385, Walnut Creek, California

(Address of principal executive offices)

94596

(Zip Code)

Registrant's telephone number, including area code: **(925) 949-5100**

(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.

(e) *Compensatory Arrangements of Certain Officers.*

2010 Voluntary Temporary Base Salary Reductions

On March 16 and March 18, 2010, in connection with continued cost reduction initiatives, American Reprographics Company entered into amendments to the Executive Employment Agreements with each of Kumarakulasingam Suriyakumar, President and Chief Executive Officer; Jonathan R. Mather, Chief Financial Officer; Rahul K. Roy, Chief Technology Officer; and Dilantha Wijesuriya, Senior Vice President — National Operations, pursuant to which each such officer has agreed to a voluntary temporary 10% reduction in base salary in fiscal year 2010.

The foregoing summary of the amendments to the Executive Employment Agreements is not a complete description of the terms of such amendments and is qualified by reference to the full text of such amendments, which are attached hereto as Exhibit 10.1, 10.2, 10.3 and 10.4 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
10.1	Fifth Amendment to Executive Employment Agreement, dated March 18, 2010, by and between American Reprographics Company and Kumarakulasingam Suriyakumar
10.2	Third Amendment to Executive Employment Agreement, dated March 16, 2010, by and between American Reprographics Company and Jonathan R. Mather
10.3	Fourth Amendment to Executive Employment Agreement, dated March 16, 2010, by and between American Reprographics Company and Rahul K. Roy
10.4	Second Amendment to Executive Employment Agreement, dated March 16, 2010, by and between American Reprographics Company and Dilantha Wijesuriya

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.

Dated: March 22, 2010

AMERICAN REPROGRAPHICS COMPANY

By: /s/ KUMARAKULASINGAM SURIYAKUMAR
Kumarakulasingam Suriyakumar
Chief Executive Officer and President

EXHIBIT INDEX

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10.4	Second Amendment to Executive Employment Agreement, dated March 16, 2010, by and between American Reprographics Company and Dilantha Wijesuriya

FIFTH AMENDMENT TO EXECUTIVE EMPLOYMENT AGREEMENT

This **Fifth Amendment to Executive Employment Agreement** (this “ **Amendment** ”) is entered into by and between **American Reprographics Company** , a Delaware corporation (“ **ARC** ”) as the employer, and Kumarakulasingam Suriyakumar, an individual residing in the State of California (“ **Executive** ”), as the employee, on March 18, 2010.

WHEREAS, ARC and Executive entered into an Executive Employment Agreement dated January 7, 2005, as amended (“ **Agreement** ”), under which Executive is employed as Chief Executive Officer and President of ARC. The parties now wish to enter into this Amendment to amend the Agreement.

Now, therefore, the parties agree as follows:

1. All capitalized terms in this Amendment not otherwise defined herein shall have the meanings ascribed to them in the Agreement.

2. A new Section 3(a)(ii) is added to Section 3(a) of the Agreement (Base Salary) as follows:

“(ii) The amount of Base Salary payable to Executive pursuant to Section 3(a) shall be reduced by ten percent (10%) (the “ **2010 Base Salary Reduction** ”) effective as of January 1, 2010 through and including December 31, 2010 (the “ **Effective Period** ”). Notwithstanding anything to the contrary contained in this Section 3(a)(ii), if Executive’s employment with ARC is terminated other than for Cause during the Effective Period, any Base Salary severance benefits payable to Executive under Sections 12(a), (c) or (d) of the Agreement shall be calculated based on the amount of Base Salary set forth in Section 3(a), without taking into account the 2010 Base Salary Reduction.”

3. Except as specifically set forth in this Amendment, the Agreement remains in full force and effect without modification.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first hereinabove set forth.

AMERICAN REPROGRAPHICS COMPANY,
a Delaware corporation

By: /s/ JONATHAN R. MATHER

Name: Jonathan R. Mather

Title: Chief Financial Officer

EXECUTIVE

/s/ KUMARAKULASINGAM SURIYAKUMAR

Kumarakulasingam Suriyakumar

THIRD AMENDMENT TO EXECUTIVE EMPLOYMENT AGREEMENT

This **Third Amendment to Executive Employment Agreement** (this “ **Amendment** ”) is entered into by and between **American Reprographics Company** , a Delaware corporation (“ **ARC** ”) as the employer, and Jonathan R. Mather, an individual residing in the State of California (“ **Executive** ”), as the employee, on March 16, 2010.

WHEREAS, ARC and Executive entered into an Executive Employment Agreement dated November 29, 2006, as amended (“ **Agreement** ”). The parties now wish to enter into this Amendment to amend the Agreement.

Now, therefore, the parties agree as follows:

1. All capitalized terms in this Amendment not otherwise defined herein shall have the meanings ascribed to them in the Agreement.

2. A new Section 3(a)(ii) is added to Section 3(a) of the Agreement (Base Salary) as follows:

“(ii) The amount of Base Salary payable to Executive pursuant to Section 3(a) shall be reduced by ten percent (10%) (the “ **2010 Base Salary Reduction** ”) effective as of February 1, 2010 through and including December 31, 2010 (the “ **Effective Period** ”). Notwithstanding anything to the contrary contained in this Section 3(a)(ii), if Executive’s employment with ARC is terminated other than for Cause during the Effective Period, any Base Salary severance benefits payable to Executive under Sections 11(a), (c) or (d) of the Agreement shall be calculated based on the amount of Base Salary set forth in Section 3(a), without taking into account the 2010 Base Salary Reduction.”

3. Except as specifically set forth in this Amendment, the Agreement remains in full force and effect without modification.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first hereinabove set forth.

AMERICAN REPROGRAPHICS COMPANY,
a Delaware corporation

By: /s/ KUMARAKULASINGAM SURIYAKUMAR

Name: Kumarakulasingam Suriyakumar

Title: President and Chief Executive Officer

EXECUTIVE

/s/ JONATHAN R. MATHER

Jonathan R. Mather

FOURTH AMENDMENT TO EXECUTIVE EMPLOYMENT AGREEMENT

This **Fourth Amendment to Executive Employment Agreement** (this “ **Amendment** ”) is entered into by and between **American Reprographics Company** , a Delaware corporation (“ **ARC** ”) as the employer, and Rahul K. Roy, an individual residing in the State of California (“ **Executive** ”), as the employee, on March 16, 2010.

WHEREAS, ARC and Executive entered into an Executive Employment Agreement dated January 7, 2005, as amended (“ **Agreement** ”). The parties now wish to enter into this Amendment to amend the Agreement.

Now, therefore, the parties agree as follows:

1. All capitalized terms in this Amendment not otherwise defined herein shall have the meanings ascribed to them in the Agreement.

2. A new Section 3(a)(ii) is added to Section 3(a) of the Agreement (Base Salary) as follows:

“(ii) The amount of Base Salary payable to Executive pursuant to Section 3(a) shall be reduced by ten percent (10%) (the “ **2010 Base Salary Reduction** ”) effective as of February 1, 2010 through and including December 31, 2010 (the “ **Effective Period** ”). Notwithstanding anything to the contrary contained in this Section 3(a)(ii), if Executive’s employment with ARC is terminated other than for Cause during the Effective Period, any Base Salary severance benefits payable to Executive under Sections 11(a), (c) or (d) of the Agreement shall be calculated based on the amount of Base Salary set forth in Section 3(a), without taking into account the 2010 Base Salary Reduction.”

3. Except as specifically set forth in this Amendment, the Agreement remains in full force and effect without modification.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first hereinabove set forth.

AMERICAN REPROGRAPHICS COMPANY,
a Delaware corporation

By: /s/ KUMARAKULASINGAM SURIYAKUMAR

Name: Kumarakulasingam Suriyakumar

Title: President and Chief Executive Officer

EXECUTIVE

/s/ RAHUL K. ROY

Rahul K. Roy

SECOND AMENDMENT TO EXECUTIVE EMPLOYMENT AGREEMENT

This **Second Amendment to Executive Employment Agreement** (this “ **Amendment** ”) is entered into by and between **American Reprographics Company** , a Delaware corporation (“ **ARC** ”) as the employer, and Dilantha Wijesuriya, an individual residing in the State of California (“ **Executive** ”), as the employee, on March 16, 2010.

WHEREAS, ARC and Executive entered into an Executive Employment Agreement dated February 23, 2009, as amended (“ **Agreement** ”). The parties now wish to enter into this Amendment to amend the Agreement.

Now, therefore, the parties agree as follows:

1. All capitalized terms in this Amendment not otherwise defined herein shall have the meanings ascribed to them in the Agreement.

2. A new Section 3(a)(ii) is added to Section 3(a) of the Agreement (Base Salary) as follows:

“(ii) The amount of Base Salary payable to Executive pursuant to Section 3(a) shall be reduced by ten percent (10%) (the “ **2010 Base Salary Reduction** ”) effective as of February 1, 2010 through and including December 31, 2010 (the “ **Effective Period** ”). Notwithstanding anything to the contrary contained in this Section 3(a)(ii), if Executive’s employment with ARC is terminated other than for Cause during the Effective Period, any Base Salary severance benefits payable to Executive under Sections 11(a), (c) or (d) of the Agreement shall be calculated based on the amount of Base Salary set forth in Section 3(a), without taking into account the 2010 Base Salary Reduction.”

3. Except as specifically set forth in this Amendment, the Agreement remains in full force and effect without modification.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first hereinabove set forth.

AMERICAN REPROGRAPHICS COMPANY,
a Delaware corporation

By: /s/ KUMARAKULASINGAM SURIYAKUMAR

Name: Kumarakulasingam Suriyakumar

Title: President and Chief Executive Officer

EXECUTIVE

/s/ DILANTHA WIJESURIYA

Dilantha Wijesuriya