

HANDLEMAN CO /MI/  
Form 8-K  
July 25, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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) July 25, 2006

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**Handleman Company**

(Exact Name of Registrant as Specified in Its Charter)

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Michigan

(State or Other Jurisdiction of Incorporation)

**1-7923**  
(Commission File Number)

**38-1242806**  
(IRS Employer Identification No.)

**500 Kirts Boulevard, Troy, Michigan**  
(Address of Principal Executive Offices)

**48084-4142**  
(Zip Code)

**(248) 362-4400**

(Registrant's Telephone Number, Including Area Code)

Not applicable

(Former Name or Former Address, if Changed Since Last Report)

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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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**Section 5. Corporate Governance & Management**

**Item 5.02 Appointment of Principal Officer**

On July 25, 2006, Handleman Company ( Handleman ) publicly announced that John Beeder accepted the appointment as Handleman s President and Chief Operating Officer. Mr. Beeder, who is 46 years of age, comes to Handleman from Hallmark Cards Inc. ( Hallmark ) where he most recently served as Senior Vice President/General Manager from 2002-2006 and as Marketing Vice President-Greeting Cards from 1999-2002.

Mr. Beeder s annual compensation is \$475,000. Handleman will also pay Mr. Beeder a one-time \$100,000 bonus payable with a \$50,000 payment after his first 30 days of employment and a \$50,000 payment after his family relocates to Michigan. Handleman awarded Mr. Beeder 21,500 performance shares of Handleman stock effective in July 2006, with an additional 21,500 performance unit award with a cash payout based on the same measure as the performance shares as defined in Handleman s Performance Share and Performance Unit Grant Agreement. Handleman granted Mr. Beeder 25,000 stock options, with an option price determined by the Handleman stock price at the close of business on Mr. Beeder s first day of work, that vest in equal amounts over the next three years and 25,000 shares of restricted stock vesting in equal amounts over the next two years on Mr. Beeder s anniversary date. Handleman also guaranteed Mr. Beeder a fiscal year 2007 minimum bonus of \$200,000. Additionally, Mr. Beeder shall be entitled to receive a cash bonus based on the closing price of 30,000 shares of Handleman stock on his third anniversary with the Company.

Handleman also entered into a severance arrangement with Mr. Beeder pursuant to which Handleman will provide Mr. Beeder with one year s base salary plus one year of COBRA coverage for Mr. Beeder and his family and will immediately vest Mr. Beeder s cash bonus based on the closing price of 30,000 shares of Handleman stock on his third anniversary with the Company if Handleman terminates Mr. Beeder s employment without cause during the first two years of his employment. Handleman will also enter into a Change of Control Agreement with Mr. Beeder. Further, Handleman will provide Mr. Beeder with such other benefits as are generally awarded to its executive officers.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HANDLEMAN COMPANY

Date: July 25, 2006

By: /s/ Thomas C. Braum, Jr.

Name: Thomas C. Braum, Jr.

Title: Senior Vice President and Chief Financial Officer