

Edgar Filing: SYNEX CORP - Form 8-K/A

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Explanatory Note

This Current Report on SEC Form 8-K/A is being filed solely for the purpose of correcting a typographical error that was made in the Current Report on Form 8-K filed on February 7, 2019 (the “Original Filing”) by SYNEX Corporation. As corrected, the number of RSUs granted to Dennis Polk is 15,554 shares (not 14,482 shares). No other changes have been made to the Original Filing.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) On February 1, 2019, the Compensation Committee of the Board of Directors of SYNEX Corporation granted under SYNEX’ long-term incentive program the following performance-based restricted stock units (“RSUs”) to the following executive officers (each, an “Officer”).

| Officer | Number of Shares Underlying RSU |
|----------------|---------------------------------|
| Dennis Polk | 15,554 |
| Chris Caldwell | 9,868 |
| Michael Urban | 9,450 |
| Peter Larocque | 9,268 |
| Marshall Witt | 4,290 |
| Simon Leung | 2,660 |

(Messrs. Polk, Larocque, Caldwell and Witt are current executive officers who were named in SYNEX’ 2018 annual meeting proxy statement, and Mr. Urban was appointed President of Worldwide Technology Solutions Distribution of SYNEX effective February 1, 2019.)

The RSUs will vest based upon (1) the achievement, on a cumulative basis, of the minimum threshold financial performance measure based on a formula derived from earnings per share (“EPS Formula”) target performance and (2) the achievement of an average return on invested capital (“ROIC”) target performance, with both performance metrics measured over a 3-year period ending November 30, 2021. The minimum threshold EPS Formula target performance percentage is 75% and the maximum target performance percentage is 166.7% for each Officer. The actual number of RSUs, if the applicable minimum threshold EPS Formula percentage is met, will vest on a sliding scale of the EPS Formula target performance percentage actually achieved. The resulting number of shares that will vest based on the EPS Formula metric will then be adjusted by a percentage increase or decrease corresponding with SYNEX’ performance as measured by the ROIC performance percentages, but in no event will an Officer be entitled to receive more than the number of shares set forth in the table above (the “Maximum Amount”). If the minimum threshold EPS Formula target performance is not achieved, no RSUs will vest, regardless of the achievement of the ROIC performance.

At 100% target EPS Formula and ROIC performance, the Officers’ RSUs will vest as to 50% of the Maximum Amount. Any unvested shares underlying the RSUs will not vest and will be canceled. In addition, the vesting of the RSUs is contingent upon the Officer still being employed by SYNEX on the date of vesting. In the event of an Officer’s death prior to the vesting date, SYNEX will transfer to such Officer’s estate the number of shares that would have vested on or prior to such Officer’s death.

SIGNATURE

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.

Date: February 20, 2019 SYNEX CORPORATION

By: /s/ Simon Y. Leung
Simon Y. Leung

Senior Vice President, General Counsel

and Corporate Secretary