

AMERICAN RAILCAR INDUSTRIES, INC.

FORM 8-K (Current report filing)

Filed 03/10/17 for the Period Ending 03/07/17

Address	100 CLARK STREET ST. CHARLES, MO 63301
Telephone	636-940-6000
CIK	0001344596
Symbol	ARII
SIC Code	3743 - Railroad Equipment
Industry	Heavy Machinery & Vehicles
Sector	Industrials
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 7, 2017

AMERICAN RAILCAR INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

North Dakota
(State or other jurisdiction
of incorporation)

000-51728
(Commission
File Number)

43-1481791
(IRS Employer
Identification No.)

100 Clark Street
St. Charles, Missouri
(Address of principal executive offices)

63301
(Zip Code)

Registrant's telephone number, including area code: (636) 940-6000

N/A
(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 (see General Instruction A.2):

- 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.

Stock Appreciation Rights

On March 7, 2017, the compensation committee of the Company's Board of Directors (the "Committee") granted awards of stock appreciation rights ("SARs") to certain employees pursuant to the Company's amended and restated 2005 Equity Incentive Plan (the "Equity Incentive Plan"). The Committee granted an aggregate of 65,205 to the Company's named executive officers as follows:

Name	Position	Number of SARs
Jeffrey S. Hollister	President and Chief Executive Officer	38,047
Luke M. Williams	Senior Vice President, Chief Financial Officer and Treasurer	12,446
Yevgeny Funder	Senior Vice President, General Counsel and Secretary	14,712

These SARs will vest in three equal increments on March 7, 2018, March 7, 2019 and March 7, 2020. Each holder must remain employed by the Company through each anniversary of the grant date in order to vest in the corresponding number of SARs. The SARs have a term of seven years.

The SARs will be settled in cash and have an exercise price of \$40.93, the closing price of the Company's common stock on the date of grant. Upon the exercise of any SAR, the Company shall pay the holder, in cash, an amount equal to the excess of the aggregate fair market value in respect of which the SARs are being exercised, over the aggregate exercise price of the SARs being exercised. The SARs are subject in all respects to the terms and conditions of the Equity Incentive Plan and the Stock Appreciation Rights Agreement evidencing the grant, which contain non-solicitation, non-competition and confidentiality provisions.

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: March 9, 2017

American Railcar Industries, Inc.

By: /s/ Luke M. Williams
Name: Luke M. Williams
Title: Senior Vice President, Chief Financial Officer and
Treasurer