

# FTD COMPANIES, INC.

## **FORM 8-K** (Current report filing)

Filed 03/10/17 for the Period Ending 03/06/17

Address	3113 WOODCREEK DRIVE DOWNERS GROVE, IL 60515
Telephone	630 719-7800
CIK	0001575360
Symbol	FTD
SIC Code	5960 - Nonstore Retailers
Industry	Other Specialty Retailers
Sector	Consumer Cyclical
Fiscal Year	12/31

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**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 6, 2017**

**FTD Companies, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other jurisdiction  
of Incorporation)

**001-35901**  
(Commission  
File Number)

**32-0255852**  
(I.R.S. Employer  
Identification No.)

**3113 Woodcreek Drive**  
**Downers Grove, Illinois 60515**  
(Address of Principal Executive Offices) (ZIP Code)

**Telephone: (630) 719-7800**  
(Registrant's Telephone Number, Including Area Code)

**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:

- 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.**

On March 6, 2017, the compensation committee (the “Committee”) of the board of directors (the “Board”) of FTD Companies, Inc. (the “Company”) adopted the FTD Companies, Inc. 2017 Management Bonus Plan (the “Bonus Plan”). The Bonus Plan is an incentive program under the incentive bonus program and the stock issuance program of the Company’s stockholder-approved Amended and Restated 2013 Incentive Compensation Plan (as last amended and restated as of June 9, 2015, the “2013 ICP”).

The Committee has the discretion to determine the portion of the bonus awards to be paid in cash and the portion to be paid in common stock of the Company, which common stock would be issued directly as vested shares under the stock issuance program of the 2013 ICP.

For each participant, bonus awards are tied to corporate performance goals based on the Company’s revenue and net income before depreciation, amortization, stock-based compensation, net interest expense, provision (benefit) for income taxes, transaction-related costs, litigation and dispute settlement charges or gains, restructuring and other exit costs, and impairment of goodwill, intangible assets and long-lived assets (“adjusted EBITDA”) for the 2017 fiscal year. These corporate goals may relate to the Company’s consolidated revenue and adjusted EBITDA, divisional revenue and adjusted EBITDA, or a combination thereof, provided that in each case, the relevant consolidated or divisional goals are weighted equally at target between revenue and adjusted EBITDA.

In addition, for all participants other than the president and chief executive officer of the Company, a portion of the bonus awards is tied to specified departmental goals for the 2017 fiscal year. Each participant who is allocated departmental goals has been allocated three to five such goals based on departmental or functional performance, each with a specified weighting.

Two-thirds of the potential bonus award for the president and chief executive officer of the Company is based on consolidated corporate goals, with one-third based on the achievement of specific corporate objectives relating to Company strategic initiatives and customer experience, each with a specified weighting. For all other participants, between forty percent (40%) and eighty percent (80%) of the participant’s potential bonus award is based on consolidated corporate goals, with the remainder based on divisional goals, departmental goals, or a combination thereof.

Up to eleven potential levels of goal attainment from threshold to maximum have been established for the applicable revenue and adjusted EBITDA goals. For each specified level of attainment, there is a specific dollar amount individually allocated to each participant based on a certain percentage of his or her total base salary for the fiscal year. As to each departmental goal, the level of attainment of each such goal (calculated as a percentage) will be determined from threshold to maximum. A dollar amount will be allocated to each participant based on a certain percentage of his or her total base salary for the fiscal year determined with reference to the weighted level of total achievement of such departmental goals.

The actual amount of the bonus award will be based on the actual levels at which the applicable goals are in fact attained. If there is not at least threshold attainment of each applicable goal, then no bonus award will be earned with respect to that particular performance metric. In addition, if consolidated adjusted EBITDA for the 2017 fiscal year is more than 10% below target, no payouts will be made under the Bonus Plan regardless of performance as to any other performance metric. Notwithstanding the foregoing, the Committee may adjust the actual amount of a participant’s bonus award if it determines that it is in the best interests of the Company to do so.

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In order to receive their bonuses, participants generally will be required to continue in the Company's employ through the last business day of 2017. However, a pro-rated bonus payout based on actual attained levels of performance will be provided to any participant whose employment terminates before such date by reason of death or disability, and such amount will be paid entirely in cash. A pro-rated bonus payout based on actual attained levels of performance also may be provided to any participant who was on a leave of absence during a portion of the 2017 fiscal year. The Bonus Plan imposes a limit of \$2.0 million on the maximum bonus amount payable to any participant for the 2017 fiscal year.

The following chart identifies the Company's principal executive officer, principal financial officer and current named executive officers, each of whom has been selected as a participant in the Bonus Plan, and the target and maximum bonus amounts payable to each of them if the applicable performance goals are each attained at the target or maximum level, respectively:

Named Executive Officer (Title)	Target Bonus Amount	Maximum Bonus Amount
John C. Walden President and Chief Executive Officer	\$ 1,257,534	\$ 1,257,534
Stephen Tucker Executive Vice President and Chief Financial Officer	\$ 450,000	\$ 540,000
Scott D. Levin Executive Vice President, General Counsel and Secretary	\$ 396,337	\$ 475,604
Tom D. Moeller Executive Vice President, Florists' Transworld Delivery, Inc.	\$ 413,911	\$ 496,693

The foregoing description of the material terms of the Bonus Plan does not purport to be a complete description of the Bonus Plan and is qualified in its entirety by reference to the Bonus Plan, a copy of which will be filed as an exhibit to the Company's quarterly report on Form 10-Q for the quarter ending March 31, 2017.

**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.

**FTD COMPANIES, INC.**

Dated: March 10, 2017

By: /s/ Stephen Tucker

Name: Stephen Tucker

Title: Executive Vice President and Chief Financial Officer