

NIC INC

FORM 8-K (Current report filing)

Filed 10/26/11 for the Period Ending 10/24/11

Address	25501 W. VALLEY PARKWAY SUITE 300 OLATHE, KS 66061
Telephone	(913) 498-3468
CIK	0001065332
Symbol	EGOV
SIC Code	8742 - Management Consulting Services
Industry	Computer Services
Sector	Technology
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): **October 24, 2011**

NIC INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation
or organization)

000-26621

(Commission
File Number)

52-2077581

(I.R.S. Employer
Identification No.)

25501 West Valley Parkway, Suite 300
Olathe, Kansas 66061

(Address of principal executive offices, including zip code)

877-234-3468

(Registrant's telephone number, including area code)

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. below):

- 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.

(d) On October 24, 2011, upon the recommendation of the Board's Corporate Governance and Nominating Committee, the Board of Directors of NIC Inc. ("Company") elected Karen S. Evans and former Governor C. Brad Henry to the Company's Board of Directors. Ms. Evans and Gov. Henry were appointed to serve on all committees of the Board of Directors, which are the Audit Committee, Compensation Committee, and the Corporate Governance and Nominating Committee.

There is no arrangement or understanding between Ms. Evans and any other person, or Gov. Henry and any other person, pursuant to which Ms. Evans or Gov. Henry was elected as a director of the Company. The Company is not aware of any transactions involving either Ms. Evans or Gov. Henry that are reportable under Item 404(a) of Regulation S-K.

Ms. Evans and Gov. Henry will receive the same compensation as other non-employee directors of the Company. Ms. Evans and Gov. Henry were each granted an award of restricted stock valued at \$25,000, upon their election to the Board of Directors. Each award vests in four equal, annual installments, commencing on the first anniversary date of the grant. The other significant components of compensation that Ms. Evans and Gov. Henry will receive pursuant to the Company's director compensation program are described under "Director Compensation" on pages 10 through 12 of the Company's Proxy Statement for its Annual Meeting held on May 3, 2011, filed with the Securities and Exchange Commission on March 25, 2011, with respect to board members who are committee members on all committees but not chairpersons or the lead director.

The Company has also entered into an Indemnification Agreement with each of Ms. Evans and Gov. Henry in the same form that the Company has entered into with its other directors and certain of its officers. The Indemnification Agreement supplements and clarifies existing indemnification provisions of the Company's Certificate of Incorporation and Bylaws and, in general, provides for indemnification to the fullest extent permitted by law, subject to the terms and conditions provided for in the Indemnification Agreement.

The foregoing description of the Indemnification Agreement is qualified in its entirety by reference to the full text of the form of Indemnification Agreement incorporated by reference herein as Exhibit 10.1.

Item 7.01 Regulation FD Disclosure.

On October 26, 2011, the Company issued a press release announcing the election of Ms. Evans and Gov. Henry to the Board of Directors, as described under Item 5.02, above. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

On October 26, 2011, the Company also issued a press release announcing that its Board of Directors declared a special cash dividend of \$0.25 per share payable on January 3, 2012, to stockholders of record on December 19, 2011. The dividend payout will total approximately \$16.2 million based on the current number of shares outstanding. A copy of the press release is attached as Exhibit 99.2 to this Form 8-K.

The information in this Item 7.01 and Exhibits 99.1 and 99.2 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	Form of Indemnification Agreement (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 11, 2009).
99.1	Press Release.
99.2	Press Release.

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.

NIC INC.

By: /s/ William F. Bradley, Jr.
William F. Bradley, Jr.
Chief Operating Officer, General Counsel and Secretary

Date: October 26, 2011

Karen S. Evans and C. Brad Henry Join NIC Board of Directors

OLATHE, Kan.--(BUSINESS WIRE)--October 26, 2011--NIC Inc. (NASDAQ: EGOV) is pleased to announce the election of Karen S. Evans, 51, and former Governor C. Brad Henry, 48, to its Board of Directors as independent directors, effective immediately. Prior to her retirement from government service in January of 2009, Evans served as the de facto Chief Information Officer for the United States federal government. Henry was previously the Governor of the State of Oklahoma until the end of his term of office in January 2011.

“We are very excited to welcome Karen Evans and Gov. Brad Henry to the NIC Board of Directors,” said Harry Herington, Chairman of the Board and Chief Executive Officer of NIC. “Karen’s extensive experience in the federal IT sector and the Governor Henry’s proven record of leading bipartisan achievement will lend themselves well to NIC’s ongoing focus on state, federal, and other government-related opportunities.”

In her last government post, Evans served as Administrator of the Office of Electronic Government and Information Technology (IT) at the United States Office of Management and Budget. Evans previously served as the Chief Information Officer for the United States Department of Energy, as well as the Director of the Information Resources Management Division, Office of Justice Programs in the United States Department of Justice. In Evans’ nearly 28 years of federal government service, her broad responsibilities included overseeing the federal IT budget of nearly \$71 billion and the usage of the E-Government Fund to support interagency partnerships and innovation. Her responsibilities additionally involved information security, privacy and access to, dissemination of and preservation of government information.

Evans holds a bachelor’s degree in chemistry and a Master’s degree in business administration from West Virginia University. She is currently the National Director of U.S. Cyber Challenge, a nationwide talent search and skills development program focused on the cyber workforce. In addition, Evans is an independent consultant, providing guidance in the areas of leadership, management, and the strategic use of information technology.

Henry took office as governor of Oklahoma in 2003. He is the third governor and second Democratic governor in the history of the State of Oklahoma to hold two consecutive terms, the maximum allowed under Oklahoma law. Despite taking office in the midst of a severe budget crisis, Henry forged a bipartisan agreement among key legislative leaders that shielded education and health care from extensive budget cuts. In 2010, Henry was appointed by President Barack Obama to the six-member Council of Governors, which works closely with the Secretary of Defense, the Secretary of Homeland Security, and other defense and national security advisors on the synchronization and integration of state and federal military services.

Before his election as governor, Henry practiced law with his father, Charles Henry, in Shawnee, Oklahoma, and served 10 years in the Oklahoma State Senate, chairing the Senate Judiciary Committee and serving as vice-chair of the Senate Economic Development Committee.

Henry holds a bachelor’s degree in economics from the University of Oklahoma and a Juris Doctor degree from the University of Oklahoma School of Law. He is currently of counsel to the law firm of Lester, Loving and Davies in Edmond, Oklahoma and a founding member of Henry-Adams Companies, LLC.

About NIC

NIC manages more eGovernment services than any provider in the world. The company helps government communicate more effectively with citizens and businesses by putting essential services online. NIC provides eGovernment solutions for 3,500 federal, state and local agencies across the United States. Additional information is available at <http://www.egov.com>.

CONTACT:

NIC

Angela Skinner, 913-754-7054

Director of

Corporate Communications

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NIC Declares Special Cash Dividend of \$0.25 Per Share

OLATHE, Kan.--(BUSINESS WIRE)--October 26, 2011--NIC Inc., (NASDAQ: EGOV) the premier provider of official eGovernment services, today announced that its Board of Directors declared a special cash dividend of \$0.25 per share on October 24, 2011, payable on January 3, 2012, to stockholders of record on December 19, 2011. The dividend payout will total approximately \$16.2 million based on the current number of shares outstanding.

“NIC’s growth and financial strength has allowed us the flexibility to continue to return capital to stockholders,” said Harry Herington, CEO and Chairman of the Board. “Over the past five years we have returned more than \$130 million to stockholders in the form of special cash dividends.”

About NIC

NIC is the nation's leading provider of official government websites, online services, and secure payment processing solutions. The company's innovative eGovernment services help reduce costs and increase efficiencies for government agencies, citizens, and businesses across the country. The family of NIC companies provides eGovernment solutions for more than 3,000 federal, state, and local agencies across the United States. Additional information is available at <http://www.egov.com>.

Cautionary Statement Regarding Forward-Looking Information

Any statements contained in this release that do not relate to historical or current facts constitute forward-looking statements. These statements include statements regarding the Company’s potential financial performance for the current fiscal year, and statements regarding continued implementation of NIC’s business model and its development of new products and services. Forward-looking statements are subject to inherent risks and uncertainties and there can be no assurance that such statements will prove to be correct. There are a number of important factors that could cause actual results to differ materially from those suggested or indicated by such forward-looking statements. These include, among others, NIC’s ability to successfully integrate into its operations recently awarded eGovernment contracts; NIC’s ability to successfully increase the adoption and use of eGovernment services; the possibility of reductions in fees or revenues as a result of budget deficits, government shutdowns or changes in government policy; the success of the company in signing contracts with new states and federal government agencies, including continued favorable government legislation; NIC’s ability to develop new services; existing states and agencies adopting those new services; acceptance of eGovernment services by businesses and citizens; competition; and general economic conditions and the other important cautionary statements and risk factors described in NIC's 2010 Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2011 and in NIC’s Quarterly Reports on Form 10-Q filed with the SEC in 2011. NIC does not intend to update these forward-looking statements and undertakes no duty to any person to provide any such update under any circumstances.

CONTACT:

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