

GREENBRIER COMPANIES INC
Form 8-K
April 09, 2018

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) April 4, 2018

THE GREENBRIER COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Commission File No. 1-13146

Oregon
(State of
Incorporation)

001-13146
(Commission
File Number)

93-0816972
(I.R.S. Employer
Identification No.)

One Centerpointe Drive, Suite 200,

Lake Oswego, OR
(Address of principal executive offices)

(503) 684-7000

97035
(Zip Code)

(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: N/A

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))
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.

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

(e) Compensatory Arrangements of Certain Officers.

Restricted Stock Unit Grants

On April 4, 2018, the Compensation Committee approved the grant of an aggregate of 155,300 restricted stock units (RSUs) to named executive officers of the Company under the Company's 2017 Amended and Restated Stock Incentive Plan (the Stock Incentive Plan), as set forth below:

| Name | Number of RSUs |
|--------------------|-------------------|
| William A. Furman | 100,000 |
| Lorie L. Tekorius | 22,500 |
| Mark J. Rittenbaum | 20,000 |
| Martin R. Baker | 12,800 |

Each RSU entitles the recipient to receive one share of common stock of the Company upon vesting of the RSU, except as described below. In the event there are insufficient shares available under the Stock Incentive Plan at the time of exercise of any RSU, then shares will be allocated to recipients on a *pro rata* basis and all remaining obligations of the Company under the applicable Restricted Stock Unit Agreement will be extinguished. Half of each RSU award is subject to time-based vesting. Time-based RSUs granted to Mr. Furman will vest in three equal installments on April 4, 2019, April 4, 2020 and October 4, 2020, provided Mr. Furman remains employed with the Company through the applicable vesting date. Time-based RSUs granted to Ms. Tekorius and Messrs. Rittenbaum and Baker will vest in equal annual installments over a three-year period on the first, second and third anniversaries of the date of the grant, provided the recipient remains employed with the Company through the vesting date. Half of each RSU award is subject to performance-based vesting. Performance-based RSUs will vest, in whole or in part, contingent upon achievement of the Company's goals relating to Adjusted EBITDA, Relative EBITDA Growth, and Return on Invested Capital (ROIC), measured during the period September 1, 2017 – August 31, 2020 (the Measurement Period). Vesting of 30% of the performance-based RSUs is dependent upon performance against the Adjusted EBITDA goal, vesting of 30% of the performance-based RSUs is dependent upon performance against the Relative EBITDA Growth goal, and vesting of 40% of the performance-based RSUs is dependent upon performance against the ROIC goal. Vesting of RSUs related to each performance goal will be considered independently.

If the Company achieves the threshold level of performance on a goal, then 50% of the performance-based RSUs tied to that goal will vest. If the Company achieves the target (goal) level of performance on a goal, 100% of the performance-based RSUs tied to that goal will vest. If the Company achieves the maximum level of performance on a goal, then the recipient will be entitled to receive two shares of common stock for each performance-based RSU tied to that goal, rather than one share. RSU vesting will be interpolated for performance between threshold and target (goal) levels of performance, and issuance of additional shares for achievement in excess of the target (goal) level of performance will be interpolated for performance between target (goal) and maximum levels of performance.

Upon vesting of RSUs, the Company will settle the RSUs net of required tax withholding, and will issue the underlying shares to the recipient. In addition, the recipient may elect to defer receipt of the shares in accordance with the terms of the Company's Nonqualified Deferred Compensation Plan. Deferred shares will be issued at the time elected by the recipient pursuant to the terms of the Nonqualified Deferred Compensation Plan.

Approval of Form of Restricted Stock Unit Agreement

At its April 4, 2018 meeting, the Compensation Committee approved a form of Restricted Stock Unit Agreement incorporating the terms of the grants approved at the meeting, the form of which has been modified for the grant to Mr. Furman to reflect to the vesting schedule for his time-based RSUs as described above.

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.

THE GREENBRIER COMPANIES, INC.

Date: April 6, 2018

By: /s/ Martin R. Baker
Martin R. Baker
Senior Vice President, General Counsel and Chief
Compliance Officer