

LSI INDUSTRIES INC  
Form 8-K  
October 18, 2005

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 Act of 1934

Date of Report (Date of earliest event reported): October 17, 2005

LSI INDUSTRIES INC.

(Exact name of Registrant as specified in its Charter)

Ohio

0-13375

31-0888951

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

10000 Alliance Road, Cincinnati, Ohio

45242

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code

(513) 793-3200

(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. 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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On October 17, 2005 the Executive Committee of the Registrant's Board of Directors approved and adopted the LSI Industries Inc. Non-Qualified Deferred Compensation Plan, as amended and restated, a copy of which is filed herewith as an exhibit and incorporated herein by reference. The recently adopted amendments to the Plan provide that participants shall receive distributions in the form of whole shares of LSI Common Shares (as opposed to cash payments).

**Item 9.01 Results of Operations and Financial Condition**

**d. Exhibits**

10.1 LSI Industries Inc. Non-Qualified Deferred Compensation Plan (amended and restated as of September 9, 2005)

**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.

LSI INDUSTRIES INC.

BY: /s/Ronald S. Stowell

Ronald S. Stowell  
Vice President, Chief Financial Officer  
and Treasurer  
(Principal Accounting Officer)

October 18, 2005