

WORLD FUEL SERVICES CORP
Form 8-K
March 28, 2006

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 27, 2006 (March 21, 2006)

WORLD FUEL SERVICES CORPORATION

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction
of incorporation)

1-9533
(Commission File Number)

59-2459427
(I.R.S. Employer
Identification No.)

9800 N.W. 41st Street, Suite 400

Miami, Florida
(Address of principal executive offices)

33178
(Zip Code)
Registrant's telephone number, including area code: **(305) 428-8000**

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:

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- .. 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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Compensation of Named Executive Officers

Salary Increases and Performance Based Bonuses. On March 21, 2006, effective as of January 1, 2006, the Compensation Committee of the Board of Directors (the Compensation Committee) approved salary increases for our named executive officers as set forth in the chart below.

On March 21, 2006, the Compensation Committee also approved the formula for determining performance based bonuses for calendar year 2006 under our 2003 Executive Incentive Plan for our named executive officers. Those formulas provide for bonuses equal to a percentage of each executive's 2006 base salary if certain net income targets are achieved. The threshold, target and maximum percentages of base salary that would be payable as bonuses if those net income targets are achieved are also set forth in the chart below.

| Name and Position | Prior Base Salary | New Base Salary | Bonus Percentages | | |
|--|-------------------|-----------------|-------------------|--------|---------|
| | | | Threshold | Target | Maximum |
| Paul H. Stebbins | | | | | |
| Chairman and Chief Executive Officer | \$ 525,000 | \$ 575,000 | 15% | 100% | 225% |
| Michael J. Kasbar | | | | | |
| President and Chief Operating Officer | \$ 525,000 | \$ 575,000 | 15% | 100% | 225% |
| Robert S. Tocci | | | | | |
| EVP, Chief Financial Officer | \$ 375,000 | \$ 475,000 | 15% | 100% | 200% |
| Michael Clementi | | | | | |
| President of World Fuel Services, Inc. | \$ 425,000 | \$ 475,000 | 15% | 100% | 200% |
| Frank X. Shea | | | | | |
| EVP, Chief Risk and Administrative Officer | \$ 290,000 | \$ 325,000 | 15% | 100% | 150% |

Equity Awards. Attached as Exhibits 10.1 and 10.2 hereto are the forms of award agreements that the Company uses for the granting of restricted stock and stock-settled stock appreciation rights, respectively, pursuant to our 2001 Omnibus Plan.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 10.1 | Form of 2001 Omnibus Plan Restricted Stock Grant Agreement |
| 10.2 | Form of 2001 Omnibus Plan Stock-Settled Stock Appreciation Right Agreement |

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, thereunto duly authorized.

Date: March 27, 2006

World Fuel Services Corporation

/s/ R. Alexander Lake
R. Alexander Lake
General Counsel & Corporate Secretary

-3-