

LSI LOGIC CORP  
Form 8-K  
November 04, 2004

**Table of Contents**

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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): November 4, 2004

**LSI LOGIC CORPORATION**

(A Delaware Corporation)

**Delaware  
(State or other jurisdiction of  
incorporation or organization)**

**0-11674  
(Commission File Number)**

**94-2712976  
(IRS Employer Identification No.)**

**1621 Barber Lane  
Milpitas, California 95035**

(Address of principal executive offices)

**Registrant's telephone number, including area code:  
(408) 433-8000**

**Not Applicable**

(Former name or former address, if changes 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))
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**TABLE OF CONTENTS**

Item 1.01. Entry into a Material Definitive Agreement

Item 9.01 Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

EXHIBIT 10.1

EXHIBIT 10.2

EXHIBIT 10.3

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**Table of Contents****Item 1.01. Entry into a Material Definitive Agreement**

On October 29, 2004, the Compensation Committee of the Board of Directors of Engenio Information Technologies, Inc. ( Engenio ), a majority-owned subsidiary of LSI Logic Corporation ( LSI Logic or the Registrant ) approved, by unanimous written consent, the grant of non-qualified stock options to Thomas Georgens, Engenio s Chief Executive Officer and an executive officer of LSI Logic. The grant was made under Engenio s 2004 Amended and Restated Equity Incentive Plan. A copy of the Plan is attached hereto as Exhibit 10.1 and incorporated herein by this reference. Mr. Georgens was granted options to purchase 200,000 shares of Engenio s Class A common stock at a price of \$6.00 per share pursuant to the Engenio 2004 Equity Incentive Plan Nonqualified Stock Option Agreement (a copy of which is attached hereto as Exhibit 10.2 and incorporated herein by this reference) and the Notice of Grant under Engenio Information Technologies, Inc. 2004 Equity Incentive Plan Nonqualified Stock Option Agreement (the form of which is attached hereto as Exhibit 10.3 and incorporated herein by this reference). The vesting schedule for these stock options is set at twenty-five percent (25%) on each anniversary of the grant date. If not exercised, these stock options will expire seven (7) years from the date of grant.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

| <b>Exhibit</b> | <b>Description</b>                                                                                                                   |
|----------------|--------------------------------------------------------------------------------------------------------------------------------------|
| 10.1           | Engenio Information Technologies, Inc. Amended and Restated 2004 Equity Incentive Plan.                                              |
| 10.2           | Engenio Information Technologies, Inc. 2004 Equity Incentive Plan Nonqualified Stock Option Agreement.                               |
| 10.3           | Form of Notice of Grant under Engenio Information Technologies, Inc. 2004 Equity Incentive Plan Nonqualified Stock Option Agreement. |

**Table of Contents**

**SIGNATURE**

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 LOGIC CORPORATION  
a Delaware Corporation

Dated: November 4, 2004

By: /s/ David G. Pursel  
David G. Pursel  
Vice President, General Counsel and  
Corporate Secretary

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**Table of Contents**

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