

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

EPOCRATES INC

CIK: **1096738** | IRS No.: **943326769** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-35062** | Film No.: **13522288**
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SAN MATEO CA 94403

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SAN MATEO CA 94403
650-227-1700

**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): **January 6, 2013**

EPOCRATES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35062
(Commission File Number)

94-3326769
(IRS Employer Identification No.)

1100 Park Place, Suite 300
San Mateo, California
(Address of principal executive offices)

94403
(Zip Code)

Registrant's telephone number, including area code: **(650) 227-1700**

Not Applicable

(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:

- 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 Department of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Retention Bonuses

On January 6, 2013, the Compensation Committee of the Board of Directors (the “Committee”) of Epocrates, Inc. (the “Company”) approved the grant of cash retention bonuses (the “Retention Bonuses”), including the following to certain of the named executive officers:

Named Executive Officer	Retention Bonus
Matthew A. Kaminer <i>General Counsel and Secretary</i>	\$ 200,000.00
Heather A. Gervais <i>Senior Vice President, Commercial</i>	\$ 200,000.00

The Retention Bonuses shall be paid upon the earlier of (i) December 31, 2013, or (ii) the date the employee’s employment with the Company is either (A) terminated by the Company or a successor entity without cause (as defined by the Committee), or (B) terminated by the employee for good reason (as defined by the Committee); *provided, that*, no payment shall be made if the employee’s employment is terminated prior to December 31, 2013, (x) by the Company or a successor entity for cause or (y) by the employee for other than good reason.

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.

EPOCRATES, INC.

Dated: January 10, 2013

By: /s/ Matthew A. Kaminer

Matthew A. Kaminer
General Counsel and Secretary