

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

MOCON INC

CIK: [67279](#) | IRS No.: **410903312** | State of Incorporation: **MN** | Fiscal Year End: **1231**
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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):

January 10, 2013

MOCON, INC.

(Exact name of registrant as specified in its charter)

Minnesota

(State or Other Jurisdiction of
Incorporation)

000-09273

(Commission File Number)

41-0903312

(I.R.S. Employer
Identification Number)

7500 Mendelssohn Avenue North

Minneapolis, MN

(Address of principal executive offices)

55428

(Zip Code)

(763) 493-6370

(Registrant's telephone number, including area code)

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))

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

On January 10, 2013, MOCON announced that Donald N. DeMorett had been hired to fill the newly created position of Chief Operating Officer of MOCON. Mr. DeMorett will begin his duties as Chief Operating Officer on January 14, 2013.

Mr. DeMorett, age 54, has been a member of MOCON's Board of Directors since 2006. Mr. DeMorett has been the President and Chief Executive Officer of GearGrid Corporation, a manufacturer of commercial storage systems, since March 2007. He formerly served as President of Robert Bosch Packaging Technology, Inc., a wholly-owned subsidiary of the Robert Bosch Corporation that specializes in packaging solutions for the pharmaceutical, food and confectionary industries. Mr. DeMorett has a Bachelor of Science degree from St. Cloud State University, an MBA from St. Thomas University, and graduated from the Minnesota Executive Program at the University of Minnesota's Carlson School of Business.

In connection with Mr. DeMorett's hiring as Chief Operating Officer of MOCON, Mr. DeMorett entered into an offer letter agreement with MOCON. Under the terms of the offer letter, Mr. DeMorett will receive a \$20,000 signing bonus, be entitled to an annual base salary of \$225,000, subject to annual review, and will participate in MOCON's Incentive Pay Plan in which other executives of MOCON participate. Mr. DeMorett will be eligible to earn a specified percentage of his eligible base earnings under the Incentive Pay Plan if MOCON achieves its pre-tax profit goal set by MOCON's Compensation Committee, with the actual incentive paid based on the percentage of goal achieved, up to a maximum of one hundred fifty percent. Mr. DeMorett will also have the opportunity to earn an additional \$10,000 special bonus if he achieves certain goals established by MOCON's Compensation Committee.

In addition, in connection with his appointment as Chief Operating Officer, Mr. DeMorett will be granted an option to purchase 10,000 shares of MOCON common stock. This grant will be made on or near the first day of Mr. DeMorett's employment with MOCON. The option will become vested over a one year period with 2,500 shares vesting at the end of each calendar quarter following the grant date in accordance with MOCON's current standard practice for vesting of option grants made to executives.

Mr. DeMorett will also enter into MOCON's standard executive severance agreement, which provides for the payment of a lump sum amount upon the occurrence of the following termination events involving Mr. DeMorett, in each case conditioned upon him signing a general release of any and all claims he may have against MOCON:

- MOCON terminates his employment for any reason other than for "cause," in which case he is entitled to a lump sum payment equal to the highest annual salary that he had in effect prior to the date of termination; or
- In connection with, or at any time within 24 months following, a "change in control" of MOCON, either MOCON (or any successor) terminates his employment for any reason other than for "cause" or Mr. DeMorett voluntarily terminates his employment for "good reason," in which case he is entitled to a lump sum payment equal to twice the highest annual salary he had in effect prior to the date of termination less any compensation paid to the executive for service after the change in control, although such reduction cannot reduce the amount of the severance payment below an amount equal to the highest annual salary that he had in effect prior to the date of termination.

In addition to the severance payment described above, and regardless of whether Mr. DeMorett remains employed by MOCON or not, the severance agreement provides that if a “change in control” of MOCON occurs, any unvested stock options then held by Mr. DeMorett will vest in full.

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The foregoing summaries of the offer letter, Incentive Pay Plan and severance agreement do not purport to be complete and are qualified in their entirety by reference to the actual or form of plan or agreement which are included as Exhibits 10.1, 10.2 and 10.3, respectively, to this report and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
10.1	Offer Letter between MOCON, Inc. and Don DeMorett (filed herewith)
10.2	2003 Compensation Committee resolution setting forth the MOCON Incentive Pay Plan, as amended (incorporated by reference to Exhibit 10.9 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (File No. 000-09273)
10.3	Form of Executive Severance Agreement between MOCON, Inc. and its executives (incorporated by reference to Exhibit 10.11 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2007 (File No. 000-09273)
99.1	Press Release issued January 10, 2013 (furnished herewith)

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MOCON, INC.

Dated: January 10, 2013

By: /s/ Darrell B. Lee

Darrell B. Lee

Vice President, Chief Financial Officer,

Treasurer and Secretary

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MOCON, INC.

CURRENT REPORT ON FORM 8-K

INDEX TO EXHIBITS

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99.1	Press Release issued January 10, 2013	Furnished herewith

December 10, 2012

Mr. Donald N. DeMorett
6320 Fernbrook Lane
Maple Grove, MN 55311

Dear Don:

I am pleased to offer you the position of Chief Operating Officer with a monthly salary of \$18,750 (\$225,000 annually). In this position you will be classified as an exempt employee reporting to Mr. Robert Demorest. You will be eligible to participate in the company Incentive Pay Plan. The bonus will be based on meeting the goals of the Business Unit(s) your department primarily influences as defined in the MOCON Incentive Pay Plan Number 10-018E. Currently your actual incentive amount paid is 55% of eligible base earnings multiplied by the percentage of pre-tax profit goals achieved up to a maximum of 150%. In addition, you will be paid a one-time cash signing bonus of \$20,000 at the first applicable pay period after your start date. You will also receive the use of a company-owned vehicle and will be granted 10,000 stock options on or near your starting date. Further, you will have the opportunity to earn an additional \$10,000 special bonus which will be based on achieving certain pre-determined goals as set by the Board of Directors.

This is a full-time position with full benefits. You will be eligible for health insurance, dental insurance and disability/life insurance the first of the month after 30 days of employment. You will be eligible to participate in our 401(k) plan per the eligibility requirements of the plan. Also, you will earn four weeks of vacation per year.

At MOCON, your employment is at will and you will be subject to the policies, practices, rights and obligations established in the MOCON employee handbook. You will receive this handbook on your first day of employment. As a condition of employment you will be required to sign our Agreement Relating to Inventions, Secret Processes, Copyrights, Trademark, Trade Names, Confidentiality and Non-Competition and our Employee Confidentiality Agreement. These agreements need to be signed and dated on your first day of employment with MOCON. Enclosed please also find a list of acceptable I-9 documents, which you are required to bring with you on your first day.

I am looking forward to having you join us on XXX. If you have any questions, please feel free to call me at 763-493-6370.

Sincerely,

/s/ Robert L. Demorest

Robert L. Demorest
President and CEO
MOCON, Inc.

I accept the position as offered in this offer letter:

/s/ Donald N. DeMorett

Donald N. DeMorett

12/13/12



FOR IMMEDIATE RELEASE

January 10, 2013

For More Information, Contact
Darrell Lee, CFO/VP
763-493-6370 / www.mocon.com

MOCON Names Don DeMorett as New COO

MINNEAPOLIS, MN, January 10, 2013 – MOCON, Inc. (NASDAQ: MOCO) today announced that it has hired Mr. Don DeMorett to fill the newly created position of Chief Operating Officer. Mr. DeMorett has been a member of MOCON's Board of Directors since 2006. He is expected to join MOCON on January 14, 2013 as its COO.

Mr. DeMorett is currently the President and Chief Executive Officer of GearGrid Corporation, a manufacturer of commercial storage systems. He formerly served as President of Robert Bosch Packaging Technology, Inc., a wholly-owned subsidiary of the Robert Bosch Corporation that specializes in packaging solutions for the pharmaceutical, food and confectionary industries. Mr. DeMorett has a Bachelor of Science degree from St. Cloud State University, an MBA from St. Thomas University, and graduated from the Minnesota Executive Program at the University of Minnesota's Carlson School of Business.

"We are excited to have Mr. DeMorett join our company in this newly created executive role. His years of service on our Board of Directors as well as his wealth of packaging industry operating experience will be valuable assets that he brings to our management team," said Robert L. Demorest, MOCON President and CEO.

About MOCON

MOCON is a leading provider of detectors, instruments, systems and consulting services to research laboratories, production facilities, and quality control and safety departments in the medical, pharmaceutical, food and beverage, packaging, environmental, oil and gas and other industries worldwide. See www.mocon.com for more information.

This press release contains forward-looking statements that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements that can be identified by words such as "will," "may," "expect" or other similar expressions. All forward-looking statements speak only as of the date of this press release. MOCON undertakes no obligation to update or revise any forward-looking statement. There are important factors that could cause actual results to differ materially from those anticipated by the forward-looking statements made in this press release. These factors include, but are not limited to, the integration and performance of Dansensor, competition and technological change, worldwide economic and political stability, setbacks in product development programs, order cancellations, dependence on certain key industries, and other factors set forth in the company's Annual Report on Form 10-K for the year ended December 31, 2011 and other documents MOCON files with or furnishes to the Securities and Exchange Commission.

MOCON's shares are traded on the NASDAQ Global Market System under the symbol MOCO.
MOCON is a registered trademark of MOCON, Inc.; other trademarks are those of their respective holders.