

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2005-05-02** | Period of Report: **2005-04-29**
SEC Accession No. **0001299933-05-002091**

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FILER

KOMAG INC /DE/

CIK: **813347** | IRS No.: **942914864** | State of Incorpor.: **DE** | Fiscal Year End: **0102**
Type: **8-K** | Act: **34** | File No.: **000-16852** | Film No.: **05790848**
SIC: **3695** Magnetic & optical recording media

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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):

April 29, 2005

KOMAG, INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware

0-16852

94-2914864

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

1710 Automation Parkway, San Jose,
California

95131

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

408-576-2000

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 1.01. Entry into a Material Definitive Agreement.

Subsequent to our distribution of our 2005 Proxy Statement, we received feedback regarding our Amended and Restated 2002 Qualified Stock Plan, as amended. As a result, effective as of April 29, 2005, our Board of Directors approved a modification to the plan to further clarify that, without prior stockholder approval, the administrator of the plan may not reprice stock options, stock appreciation or purchase rights outstanding under the plan by modifying or amending such options or rights or canceling such options or rights and replacing them with new options or rights having a lower exercise price. The plan already prohibited the repricing of stock options, stock appreciation or purchase rights outstanding under the plan without prior stockholder approval, and the modification is intended to clarify these limitations under the plan.

A copy of the modified plan will be filed as an exhibit to our Form 10-Q to be filed for the quarterly period ending April 3, 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.

KOMAG, INCORPORATED

May 2, 2005

By: *Kathleen A. Bayless*

Name: Kathleen A. Bayless

Title: Vice President, Chief Financial Officer