

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-14** | Period of Report: **2013-01-09**  
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FILER

**XENOPORT INC**

CIK: **1130591** | IRS No.: **943330837** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **000-51329** | Film No.: **13528088**  
SIC: **2834** Pharmaceutical preparations

Mailing Address

3410 CENTRAL  
EXPRESSWAY  
SANTA CLARA CA 95051

Business Address

3410 CENTRAL  
EXPRESSWAY  
SANTA CLARA CA 95051  
4086167200

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**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 9, 2013**

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**XENOPORT, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation)

**000-51329**

(Commission File No.)

**94-3330837**

(IRS Employer Identification No.)

**3410 Central Expressway**

**Santa Clara, California 95051**

(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code (408) 616-7200**

**N/A**

(Former name or former address, if changed since last report.)

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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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**Section 5 - Corporate Governance and Management****Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.*****Item 5.02(e) 2013 Salary Information for Named Executive Officers***

On January 9, 2013, the board of directors (the “Board”) of XenoPort, Inc. (the “Company”) approved, upon the recommendation of the compensation committee of the Board, annual salaries and target bonus percentages for 2013 for the Company’s “named executive officers” (as defined under applicable securities laws) currently employed by the Company. The 2013 compensation information for such named executive officers is set forth on Exhibit 10.39 to this Current Report on Form 8-K, which is incorporated herein by reference.

**Section 9 - Financial Statements and Exhibits****Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit</u>	<u>Description</u>
10.39	2013 Executive Compensation Information

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**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.

**XENOPORT, INC.**  
(Registrant)

Dated: January 14, 2013

By: /s/ William G. Harris  
William G. Harris  
Senior Vice President of Finance and Chief  
Financial Officer

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EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
10.39	2013 Executive Compensation Information

### Named Executive Officer Compensation Information - 2013 Salaries and Target Bonus Percentages

The table below provides information regarding the annual base salaries and target bonus percentages for the Company's 2012 named executive officers currently employed by the Company for the 2013 performance period:

<u>Named Executive Officer</u>	<u>2013 Annual Base Salary</u>	<u>2013 Target Bonus</u>	
		<u>Percentage (1)</u>	
<b><i>Ronald W. Barrett, PhD</i></b> Chief Executive Officer	\$ 500,000	90	%
<b><i>William G. Harris</i></b> Senior Vice President of Finance and Chief Financial Officer	\$ 369,195	40	%
<b><i>Vincent J. Angotti</i></b> Executive Vice President, Chief Operating Officer	\$ 426,409	60	%
<b><i>Kenneth C. Cundy, PhD</i></b> Chief Scientific Officer	\$ 371,501	40	%
<b><i>David R. Savello, PhD</i></b> Senior Vice President of Development Operations	\$ 367,931	40	%

- (1) Represents a percentage of 2013 annual base salary pursuant to the terms and conditions of the XenoPort, Inc. Corporate Bonus Plan.