

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

Filing Date: **2009-01-26** | Period of Report: **2009-01-20**  
SEC Accession No. **0000922907-09-000056**

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### FILER

#### AMERICAN ITALIAN PASTA CO

CIK: **849667** | IRS No.: **841032638** | State of Incorpor.: **DE** | Fiscal Year End: **0930**  
Type: **8-K** | Act: **34** | File No.: **001-13403** | Film No.: **09545703**  
SIC: **2090** Miscellaneous food preparations & kindred products

Mailing Address  
4100 N MULBERRY DRIVE  
SUITE 200  
KANSS CITY MO 64116

Business Address  
4100 N MULBERRY DRIVE  
SUITE 200  
KANSAS CITY MO 64116  
8165026000

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 20, 2009  
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AMERICAN ITALIAN PASTA COMPANY  
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(Exact name of registrant as specified in its charter)

Delaware

001-13403

84-1032638  
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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

4100 N. Mulberry Drive, Suite 200, Kansas City, Missouri

64116  
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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(816) 584-5000  
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Not Applicable  
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(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

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

On January 20, 2009, the Compensation Committee of American Italian Pasta Company (the "Company") approved the annual cash bonus plan for all salaried employees of the Company for fiscal 2009. The cash bonus plan provides for certain incentive amounts to be paid based on a percentage of the employee's base salary and the achievement of certain threshold, target and maximum earnings before taxes, as adjusted, net revenue and net debt benchmarks. For executive officers of the Company in fiscal 2009, the cash bonus plan provides for payments to Jack Kelly, Walt George, Paul Geist and Robert Schuller in the amounts of \$229,320, \$131,899, \$104,104 and \$100,100 respectively, at threshold, \$327,600, \$188,428, \$148,720 and \$143,000, respectively, at target, and \$425,880, \$244,956, \$193,336 and \$185,900, respectively, at maximum. Adjustments may be made to the final payouts to reflect individual performance evaluations.

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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.

Date: January 26, 2009

AMERICAN ITALIAN PASTA COMPANY

By: /s/ Paul R. Geist

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Paul R. Geist  
Chief Financial Officer