

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

**INPHONIC INC**

CIK: **1133324** | IRS No.: **522199384** | Fiscal Year End: **1231**  
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SIC: **4899** Communications services, nec

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SUITE 600  
WASHINGTON DC 20007

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SUITE 600  
WASHINGTON DC 20007  
2023330001

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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):**  
April 26, 2005

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**INPHONIC, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-51023**  
(Commission File No.)

**52-2199384**  
(I.R.S. Employer  
Identification No.)

**1010 Wisconsin Avenue, Suite 600**  
**Washington, DC 20007**  
(Address of principal executive offices)

**Registrant's telephone number, including area code:**  
**(202) 333-0001**

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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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**Item 1.01 Entry into a Material Definitive Agreement.**

Outside Director Compensation Summary. On April 26, 2005 the Board of Directors of InPhonic, Inc. (the "Board") approved an outside director compensation program for non-employee directors. A summary of the outside director compensation program is filed as Exhibit 10.1 to this Form 8-K.

Chief Executive Officer Compensation. On April 26, 2005 the Board, upon recommendation from the Compensation Committee of the Board, approved an increase in the base salary of Mr. David A. Steinberg, the Company's Chairman and Chief Executive Officer. Specifically, effective as of January 1, 2005, Mr. Steinberg's new base salary was set by the Board at \$320,000 per year.

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(b) Mr. Mark J. Levine announced that he does not intend to seek reelection to the Board and his position shall become vacant effective as of the 2005 annual meeting of stockholders to be held on June 23, 2005.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>	<u>_____</u>
10.1	Outside Director Compensation Summary	

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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.

### **INPHONIC, INC.**

By: /s/ Lawrence S. Winkler

*Lawrence S. Winkler*

*Chief Financial Officer, Executive Vice President  
and Treasurer*

Date: May 2, 2005

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>	<u>_____</u>
10.1	Outside Director Compensation Summary	

Outside Director Compensation Summary

Directors who are not employees of the Company or its subsidiaries receive an annual cash retainer fee of \$10,000. In addition, members of the Board of Directors serving on the Compensation Committee, Nominating and Governance Committee or Mergers and Acquisitions Committee receive annual cash compensation of \$5,000 per committee. Members of the Audit Committee receive \$7,500 in annual cash compensation and the Chairman of the Audit Committee receives \$10,000 in annual cash compensation. Under the 2004 Equity Incentive Plan, non-employee directors receive grants of options to purchase up to 30,000 shares of InPhonic Inc. common stock upon joining the Board of Directors and awards of 7,000 shares of restricted stock and grants of options to purchase 3,000 shares of common stock annually, as decided by the Compensation Committee. Directors are also reimbursed for travel, lodging and other reasonable expenses related to attendance at Board of Directors and committee meetings.