

RIMAGE CORP  
Form 8-K  
January 04, 2013

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): **December 28, 2012**

**Rimage Corporation**

(Exact name of Registrant as Specified in its Charter)

**Minnesota**

(State Or Other Jurisdiction Of Incorporation)

000-00619  
(Commission File Number)

41-1577970  
(I.R.S. Employer Identification No.)

7725 Washington Avenue South  
Minneapolis, MN  
(Address Of Principal Executive Offices) (Zip Code)

**(952) 944-8144**

Registrant's Telephone Number, Including Area Code

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

Soliciting material pursuant to Rule 14a-12 under the Exchange Act

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Items under Sections 1 through 4 and 6 through 8 are not applicable and therefore omitted.

**ITEM** DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;  
**5.02** APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On December 28, 2012, Rimage Corporation (the “Company”) entered into amended and restated letter agreements with Sherman L. Black, its Chief Executive Officer, James R. Stewart, its Chief Financial Officer and Samir Mittal, its Senior Vice President and Chief Technology Officer, relating to severance and change of control benefits (the “Amended Letter Agreement”). The Amended Letter Agreement, attached hereto as Exhibit 10.1, was approved by the Company’s Compensation Committee and Board of Directors. The Amended Letter Agreement reflects several technical changes that are designed to make the letter agreements comply with the requirements of Section 409A of the Internal Revenue Code of 1986.

**ITEM 9.01** FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit No.	Description
10.1	Form of Amended and Restated Severance/Change in Control Letter Agreement dated December 28, 2012 by and between Rimage Corporation and its Executive Officers.

**SIGNATURE**

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.

RIMAGE CORPORATION

By: /s/ James R. Stewart  
James R. Stewart  
Chief Financial Officer

Date: January 4, 2013