

MSC INDUSTRIAL DIRECT CO INC  
Form 8-K  
October 14, 2009

---

---

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): October 13, 2009

---

MSC Industrial Direct Co., Inc.  
(Exact Name of Registrant as Specified in Its Charter)

|  |                                     |  |
|--|-------------------------------------|--|
| New York<br>(State or other jurisdiction of<br>incorporation)                  | 1-14130<br>(Commission File Number) | 11-3289165<br>(IRS Employer Identification<br>No.) |
| 75 Maxess Road, Melville, New York<br>(Address of principal executive offices) |                                     | 11747<br>(Zip Code)                                |

Registrant's telephone number, including area code: (516) 812-2000

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

(e) Adoption of Executive Incentive Compensation Recoupment Policy

On October 13, 2009, the Board of Directors of MSC Industrial Direct Co., Inc. (the “Company”) adopted an Executive Incentive Compensation Recoupment Policy (the “Policy”). The Policy covers all executive officers of the Company, as well as the Company’s corporate controller, and applies to incentive awards under the Company’s Annual Incentive Compensation Plan and equity awards under the Company’s equity plans, granted or awarded after the adoption of the Policy. The Policy (which will be incorporated into future awards) provides the Board with discretion to obtain recoupment of awards as follows:

- In the event of a significant restatement of financial results, other than as a result of a change in accounting principles (a “Restatement”), the Board may recoup cash incentive bonuses and equity awards that were paid or that vested to the extent that the amount paid or that vested would have been lower if the financial results had been properly reported;
- In the event of a Restatement where a covered officer engaged in misconduct that caused or partially caused the need for the Restatement, the Board may take any or all of the following actions with respect to such covered officer: (i) recoup all cash incentive bonuses and equity awards that were paid or that vested based upon the achievement of financial results that were subsequently reduced due to the Restatement, (ii) cancel outstanding equity awards, (iii) recoup any shares received from the vesting or exercise of equity awards, and (iv) recoup any net proceeds from any sale of shares upon or following the vesting or exercise of equity awards;
- In the event that following termination of employment, a covered officer breaches his or her non-competition, non-solicitation or non-disclosure covenants owed to the Company, the Board may take any or all of the following actions with respect to such covered officer: (i) cancel outstanding equity awards, (ii) recoup any shares received from the vesting or exercise of equity awards during the period beginning two years before and ending two years after the covered officer’s termination of employment, and (iii) recoup any net proceeds from any sale of shares upon or following the vesting or exercise of equity awards during the period beginning two years before and ending two years after the covered officer’s termination of employment.

The Board only may seek recoupment in cases of a Restatement if either the Restatement shall have occurred within 36 months of the publication of the audited financial statements that have been restated, or the Audit Committee of the Board shall have taken steps to consider a Restatement prior to the end of such 36 months and the Restatement occurs within 48 months of the publication of the audited financial statements.

In the event of a change in control, as defined in the Company’s 2005 Omnibus Equity Plan, the Company’s right to seek recoupment shall terminate.

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.

MSC INDUSTRIAL DIRECT CO., INC.

Date: October 14, 2009

By: /s/ Charles A. Boehlke, Jr.  
Name: Charles A. Boehlke, Jr.  
Title: Executive VP and CFO