

NEXTEST SYSTEMS CORP  
Form 8-K  
February 05, 2007

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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 30, 2007**

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**NEXTEST SYSTEMS CORPORATION**

(Exact name of registrant as specified in its charter)

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**000-51851**

(Commission File Number)

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

**1901 MONTEREY RD, SAN JOSE, CA 95112**

(Address of principal executive offices, with zip code)

**(408) 817-7200**

(Registrant's telephone number, including area code)

**77-047-0150**  
(I.R.S. Employer  
Identification No.)

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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):

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

(e) On January 30, 2006, the Compensation Committee of the Board of Directors of Nextest Systems Corporation (the Company) made a broad based grant of restricted stock units to its employees, including the grants to the following Company's senior executives in the following amounts and the following vesting:

| Name/Title                           | Number of RSUs | Vesting                                      |
|--------------------------------------|----------------|--|
| Robin Adler, Chief Executive Officer | 80,000         | 25% on 8/15/08 and 25% every year thereafter |
| James Moniz, Chief Financial Officer | 70,000         | 20% on 8/15/07 and 20% every year thereafter |
| Craig Foster, VP of Engineering      | 56,000         | 25% on 8/15/08 and 25% every year thereafter |
| Howard Marshall, VP of Operations    | 56,000         | year thereafter                              |

Attached are exhibits of the form grant agreements.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

10.9 Form of Restricted Stock Unit Award Agreement under the Company's 2006 Equity Incentive Plan

10.10 Form of Restricted Stock Grant Notice under the Company's 2006 Equity Incentive Plan

**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.

**NEXTEST SYSTEMS CORPORATION**

Date: February 5, 2007

By: /s/ James P. Moniz  
James P. Moniz  
Chief Financial Officer

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