

RTI SURGICAL, INC.  
Form 8-K  
February 20, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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) February 17, 2015**

**RTI SURGICAL, INC.**  
**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**0-31271**  
**(Commission**  
**File Number)**

**59-3466543**  
**(IRS Employer**  
**Identification No.)**

**11621 Research Circle, Alachua, Florida**  
**(Address of Principal Executive Offices)**

**32615**  
**(Zip Code)**

**Registrant's telephone number, including area code: (386) 418-8888**

**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) Compensatory Arrangements of Certain Officers**

2015 Salaries and Bonus Targets. On February 17, 2015, the Compensation Committee of the Board of Directors of RTI Surgical, Inc. (the Company) approved 2015 salaries and a bonus plan (the 2015 Bonus Plan) providing for the payment of cash bonuses based on the Company's operating results for the 2015 calendar year. The 2015 Bonus Plan sets target bonus amounts and performance criteria for executive officers. The performance criteria include operating margin percentage, operating cash flow, base revenues and focused product revenues. As in the past, the Compensation Committee retains discretion to take other factors into account in determining bonuses and to award no bonuses even if performance criteria are met or to increase such bonuses, based upon other factors.

The table below sets forth the 2015 salaries and bonus targets (expressed as a percentage of salary) for the Company's chief executive officer, principal financial officer and three most highly compensated executive officers other than the chief executive officer and principal financial officer:

<b>Name</b>	<b>Office</b>	<b>2015 Salary</b>	<b>Bonus Target</b>	<b>Bonus Criteria</b>
Brian K. Hutchison	President and Chief Executive Officer	\$ 577,500	85%	Base Revenues 20.0%, Focused Product Revenues 13.4%, Operating Margin Percentage 33.3% and Operating Cash Flow 33.3%
Robert P. Jordheim	Executive Vice President and Chief Financial Officer	\$ 352,800	50%	Base Revenues 20.0%, Focused Product Revenues 13.4%, Operating Margin Percentage 33.3% and Operating Cash Flow 33.3%
Roger W. Rose	President, RTI Donor Services, Executive Vice President Tissue-Based Implants	\$ 339,900	50%	Base Revenues 20.0%, Focused Product Revenues 13.4%, Operating Margin Percentage 33.3% and Operating Cash Flow 33.3%
Caroline A. Hartill	Executive Vice President and Chief Scientific Officer	\$ 350,700	50%	Base Revenues 20.0%, Focused Product Revenues 13.4%, Operating Margin Percentage 33.3% and Operating Cash Flow 33.3%
John N. Varela	Vice President US Operations	\$ 312,000	40%	Base Revenues 20.0%, Focused Product Revenues 13.4%, Operating Margin Percentage 33.3% and Operating Cash Flow 33.3%

Stock Option and Restricted Stock Grants. On February 17, 2015, the Compensation Committee approved awards of stock options and restricted stock to certain executive officers of the Company pursuant to the 2010 Equity Incentive Plan (the "Plan"). The options are exercisable for \$5.23 per share (the closing price on the date of grant) and will vest in five equal annual installments beginning on the first anniversary of the date of grant. The restricted stock will vest in three equal annual installments beginning on the first anniversary of the date of grant. These awards are subject to accelerated vesting upon the occurrence of a "Change in Control" or termination without cause subject to certain conditions as provided in the Plan or the Executive Transition Agreement for the President and Chief Executive Officer and the Executive Vice Presidents.

The table below sets forth the number of stock options and restricted stock awarded to the Company's chief executive officer, principal financial officer and three most highly compensated executive officers:

<b>Name</b>	<b>Office</b>	<b>Number of Options</b>	<b>Number of Restricted Stock</b>
Brian K. Hutchison	President and Chief Executive Officer	150,000	50,000
Robert P. Jordheim	Executive Vice President and Chief Financial Officer	60,000	20,000
Roger W. Rose	President, RTI Donor Services, Executive Vice President Tissue-Based Implants	60,000	20,000
Caroline A. Hartill	Executive Vice President and Chief Scientific Officer	60,000	20,000
John N. Varela	Vice President US Operations	30,000	

**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.

RTI SURGICAL, INC.

Date: February 20, 2015

By: /s/ Robert P. Jordheim

Name: Robert P. Jordheim

Title: Executive Vice President and Chief Financial  
Officer