

ARI NETWORK SERVICES INC /WI  
Form 8-K  
November 08, 2012

**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): **November 6, 2012**

**ARI NETWORK SERVICES, INC.**

(Exact name of registrant as specified in its charter)

|  |  |  |
|--|--|--|
| <b><u>Wisconsin</u></b><br>(State or other jurisdiction<br>of incorporation) | <b><u>0-19608</u></b><br>(Commission<br>File Number) | <b><u>39-1388360</u></b><br>(IRS Employer<br>Identification No.) |
|--|--|--|

|   |                                   |
|---|-----------------------------------|
| <b><u>10850 West Park Place, Suite 1200</u></b><br><b><u>Milwaukee, Wisconsin</u></b><br>(Address of principal executive offices) | <b><u>53224</u></b><br>(Zip Code) |
|---|-----------------------------------|

Registrant's telephone number, including area code: **(414) 973-4300**

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.**

On November 6, 2012, the Board of Directors of ARI Network Services, Inc. (the Company) appointed Robert Y. Newell IV as a member of the Company's Board, to hold office until the Company's Annual Meeting of Shareholders in January, 2014 and until his successor is elected. Mr. Newell will join the Audit Committee of the Board.

As a non-employee director of the Company, Mr. Newell will participate in the same compensation arrangements as the other non-employee directors of the Company, which currently consists of a cash retainer of \$22,000 per year and an annual grant of an option to purchase shares of the Company's common stock as determined by the Compensation Committee of the Company's Board. In addition, in connection with his appointment, Mr. Newell was granted an option to purchase 10,000 shares of the Company's common stock under the Company's 2010 Equity Incentive Plan. This option will become exercisable as to 50% of the shares on July 31, 2013 and as to the remaining 50% of the shares on July 31, 2014.

**Item 8.01. Other Events.**

On November 8, 2012, the Company announced the appointment of Mr. Newell to the Company's Board of Directors, as described in Item 5.02 above. The press release issued by the Company is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <u>Exhibit No</u> | <u>Description</u>                   |
|-------------------|--------------------------------------|
| 99.1              | Press Release dated November 8, 2012 |

**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.

Dated: November 8, 2012

**ARI NETWORK SERVICES, INC.**

By: /s/ Darin R. Janecek

Darin R. Janecek  
Vice President of Finance and Chief  
Financial Officer

**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Description</u>                   |
|--------------------|--------------------------------------|
| 99.1               | Press Release dated November 8, 2012 |