

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 15, 2008**

**Simpson Manufacturing Co., Inc.**

(Exact name of registrant as specified in its charter)

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

**1-13429**  
(Commission  
file number)

**94-3196943**  
(I.R.S. Employer  
Identification No.)

**5956 W. Las Positas Boulevard, Pleasanton, CA 94588**

(Address of principal executive offices)

(Registrant's telephone number, including area code): **(925) 560-9000**

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-2)
- ☐ 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 Directors; Compensatory Arrangements of Certain Officers**

On December 15, 2008, our Board of Directors appointed Jeffrey E. Mackenzie to the position of Vice President of Simpson Manufacturing Co., Inc.

Jeffrey E. Mackenzie, age 47, joined Simpson Manufacturing Co., Inc. in 1994 and most recently held the position of Financial Reporting Manager, where he oversaw the external reporting for our company as well as managed various other accounting and finance functions. Prior to joining our company, he worked for Deloitte & Touche, LLP as a Senior Accountant in San Francisco, California. Mr. Mackenzie is a licensed CPA (currently inactive) and holds a Bachelor of Science degree in Business Administration from California State University, San Diego and a Masters of Business Administration degree from Santa Clara University.

Also on December 15, 2008, the Compensation Committee of our Board of Directors approved the matters set forth on Exhibit 10 attached hereto and incorporated herein by this reference.

**Item 8.01 Other Events.**

On December 17, 2008, Simpson Manufacturing Co., Inc. announced the declaration of a cash dividend of \$0.10 per share and the authorization for the Company to repurchase up to \$50.0 million of its common stock in a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by this reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
10	Compensation of Named Executive Officers
99.1	Press release dated December 17, 2008

## **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.

**Simpson Manufacturing Co., Inc.**

(Registrant)

**DATE:** December 18, 2008

By /s/Michael J. Herbert

Michael J. Herbert  
Chief Financial Officer

## Exhibit 10 Compensation of Named Executive Officers

Our officers are at-will employees. We do not have a written employment contract with any of them. We or the officer can terminate the employment relationship at any time, for any reason, with or without cause. For 2009, we have set the following officers' salaries and expect to contribute to their defined contribution profit sharing trust accounts, as follows:

	<u>2009 Salary</u>	<u>Estimated Profit Sharing Trust Con- tribution{1}</u>
Thomas J Fitzmyers President and Chief Executive Officer	\$ 336,036	\$ 36,750
Barclay Simpson Chairman of the Board	150,000	22,500
Phillip Terry Kingsfather President and Chief Operating Officer of Simpson Strong-Tie	275,000	36,750
Michael J. Herbert Chief Financial Officer, Treasurer and Secretary	262,119	36,750
Jeffrey E. Mackenzie Vice President	160,000	24,000
Stephen P. Eberhard President and Chief Executive Officer of Simpson Dura-Vent	250,985	36,750

{1} If we employ the officer on December 31, 2009, we will contribute to his profit sharing trust account, paid in 2010, 15% of his annual salary, with a contribution limit of \$36,750 for 2009, plus a pro rata share of forfeitures by other participants.

Those officers participate in our Executive Officer Cash Profit Sharing Plan, which is designed to reward them with quarterly cash bonuses based on operating profit for their respective profit centers less a return on assets, as established by our Board of Directors. For this purpose, we generally define operating profit as:

Income from operations of Simpson Manufacturing Co., Inc. or relevant subsidiary

Plus: Stock compensation charges  
Certain bonuses and commissions  
Salaried pension contributions  
Self-insured workers' compensation costs

Equals: Operating profit

Once we determine the operating profit, we subtract qualifying levels based on a specified return on assets (also as established by our Board of Directors) to determine the pool of profit available to our participating employees. We generally determine the return on assets as follows:

Average assets of Simpson Manufacturing Co., Inc. or relevant subsidiary, net of specified liabilities, for the 3 months ended on the last day of the month prior to the end of the quarter

Less: Cash  
Real estate  
Goodwill and indefinite lived intangible assets  
Self-Insured workers' compensation reserves

Multiplied by: Specified return percentage for Simpson Manufacturing Co., Inc. or relevant subsidiary

Equals: Qualifying level

Based on our operating profit for each of the 4 quarters of 2009, our officers may receive a payout after our quarterly earnings are announced to the public. Whether or not we pay amounts in any quarter under the Executive Officer Cash Profit Sharing Plan does not affect our officer's ability to earn amounts in any other quarter. If the operating profit is lower or higher than the targeted operating profit, the payout will be correspondingly lower or higher, but we generally do not make any payment when the operating profit is less than the qualifying level.

For 2009, the operating profit goals, qualifying levels and targeted payouts for each of the Named Executive Officers are as follows:

	<u>Operating Profit Goal</u>	<u>Qualifying Level</u>	<u>Targeted Payout</u>
Thomas J Fitzmyers	\$ 66,205,000	\$ 76,897,000	\$ 270,000
Barclay Simpson	66,205,000	76,897,000	78,000
Phillip Terry Kingsfather	62,497,000	70,468,000	102,000
Michael J. Herbert	66,205,000	76,897,000	85,000
Jeffrey E. Mackenzie	66,205,000	76,897,000	37,000
Stephen P. Eberhard	3,708,000	6,429,000	30,000

We use these parameters only to provide incentive to our officers and employees who participate in our Executive Officer Cash Profit Sharing Plan and our Cash Profit Sharing Plan. You should not draw any inference whatsoever from these parameters about our future financial performance. You should not take these parameters as projections or guidance of any kind.

Each of our officers participates in our 1994 Stock Option Plan. Whether we grant stock options under our 1994 Stock Option Plan each year depends on whether we or our relevant subsidiary meets the applicable operating profit goal for the preceding year. If we or the relevant subsidiary does not achieve the applicable operating profit goal for a year, we do not grant stock options to the affected officer(s) for that year. If we meet all applicable operating profit goals for 2009, computed as income from operations of the relevant business plus stock option charges, certain incentive compensation and commissions and salaried pension contributions, we anticipate granting stock options to the following officers for the following numbers of shares of our common stock:

	<u>Operating Profit Goal</u>	<u>Option Grant</u>
Thomas J Fitzmyers	\$ 65,620,000	18,000 shares
Barclay Simpson	65,620,000	2,000 shares
Phillip Terry Kingsfather	61,912,000	106,000 shares
Michael J. Herbert	65,620,000	40,000 shares
Jeffrey E. Mackenzie	65,620,000	40,000 shares
Stephen P. Eberhard	3,708,000	32,000 shares

We also pay allowances for travel costs. Mr. Fitzmyers receives compensation for the cost to hire an airplane for travel between his home and our offices or for business travel. We compute the cost of the use of airplanes using the Standard Industrial Fare Level tables in the applicable Internal Revenue Service Regulations. We estimate our cost for this allowance for 2009 will be approximately \$400,000, although the amount of compensation to be recognized by Mr. Fitzmyers under the Internal Revenue Service Regulations may be somewhat less, depending on the extent of the use of the airplane for business travel.

We pay Mr. Eberhard an allowance for an automobile for business use and for his personal use. We estimate our cost for this allowance for 2009 will be approximately \$16,000.

The Compensation Committee renewed the housing allowance for Mr. Kingsfather for an additional 2 years, through 2011. We estimate our cost for this allowance for 2009 will be approximately \$130,000.

### **Compensation of Directors**

We pay each of our directors whom we do not compensate as an officer or employee –

- an annual retainer of \$32,000,
- a fee of \$2,000 for attending a scheduled meeting of our Board of Directors, whether he or she attends in person or by telephone,
- a fee of \$2,000 for attending a scheduled committee meeting held on a day when our Board of Directors does not meet, whether he or she attends in person or by telephone,
- a fee of \$1,000 for attending a committee meeting on the same day as a scheduled meeting of our Board of Directors or another committee, whether he or she attends in person or by telephone, and
- a fee of half the normal meeting fee for attending an unscheduled Board of Directors or committee meeting held by telephone.

We pay the Chair of the Audit Committee an additional annual fee of \$8,000. We pay the Chair of each of the Compensation Committee and the Governance and Nominating Committee an additional annual fee of \$4,000. We reimburse outside directors for expenses that they incur in attending Board of Directors and committee meetings and educational programs. We pay each outside director \$3,000 per day and reimburse his or her expenses when he or she visits our facilities to observe operations.

Each of our independent directors is eligible to receive stock options under our 1995 Independent Director Stock Option Plan for each year that we meet our annual operating profit goal. The operating profit goal for stock option grants for our independent directors is the same as the operating profit goal for stock option grants to Messrs. Fitzmyers, Simpson, Herbert and Mackenzie. We grant each independent director an option to purchase 4,000 shares of our common stock in the first year we make our operating profit goal after he or she is appointed to our Board of Directors and an option to purchase 5,000 shares of our common stock for each subsequent year that we make our operating profit goal.

**Exhibit 99.1      Press release dated December 17, 2008.**

SIMPSON MANUFACTURING CO., INC.  
ANNOUNCES DECLARATION OF CASH DIVIDEND  
AND RENEWAL OF STOCK REPURCHASE AUTHORIZATION

Pleasanton, CA -- Simpson Manufacturing Co., Inc. announced today that, on December 15, 2008, its Board of Directors ("Board") declared a cash dividend of \$0.10 per share. The record date for the dividend will be January 6, 2009, and it will be paid on January 27, 2009. Also at its December 15, 2008, meeting, the Board authorized the Company to repurchase up to \$50.0 million of the Company's common stock. The authorization will remain in effect through the end of 2009.

Simpson Manufacturing Co., Inc., headquartered in Pleasanton, California, through its subsidiary, Simpson Strong-Tie Company Inc., designs, engineers and is a leading manufacturer of wood-to-wood, wood-to-concrete and wood-to-masonry connectors and fastening systems, stainless steel fasteners and pre-fabricated shearwalls. Simpson Strong-Tie also offers a full line of adhesives, mechanical anchors and powder actuated tools for concrete, masonry and steel. The Company's other subsidiary, Simpson Dura-Vent Company, Inc., designs, engineers and manufactures venting systems for gas and wood burning appliances. The Company's common stock trades on the New York Stock Exchange under the symbol "SSD."

For further information, contact Barclay Simpson at (925) 560-9032.