

KEYW HOLDING CORP
Form 8-K
October 31, 2012

**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): October 25, 2012

THE KEYW HOLDING CORPORATION

(Exact Name of Registrant as Specified in Charter)

Maryland **001-34891** **27-1594952**
(State or Other
Jurisdiction of (Commission (IRS Employer
Incorporation) File Number) Identification No.)

7740 Milestone Parkway, Suite 400

Hanover, Maryland 21076

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(443) 733-1600**

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02

Results of Operations and Financial Condition.

On October 31, 2012, The KEYW Holding Corporation (“KEYW” or the “Company”) issued a press release announcing its financial results for the three and nine month periods ended September 30, 2012. A copy of the Company’s press release is attached hereto as Exhibit 99.1.

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

On October 25, 2012, the Board of Directors of KEYW at the recommendation of the Compensation Committee, after having an outside consultant perform an in-depth compensation study and review, approved the following base salaries, effective as of December 28, 2012, for the following executive officers of the Company:

Executive	Base Salary beginning December 28, 2012
Len Moodispaw	\$500,000
Mark Willard	\$325,000
John Krobath	\$280,000
Kim DeChello	\$250,000

The Compensation Committee of the Board also established a goal of compensating executive officers at the median of our peer companies. These increases are the first step towards meeting that goal.

Item 9.01

Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Press Release of the Company dated October 31, 2012.

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.

THE KEYW HOLDING

Date: October 31, 2012 CORPORATION

By: /s/ John E. Krobath

Name: John E. Krobath

Title: Chief Financial Officer

EXHIBIT INDEX

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