

ZIX CORP  
Form 8-K  
June 03, 2009

**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):**

**May 28, 2009**

**ZIX CORPORATION**

(Exact name of Registrant as specified in its charter)

**TEXAS**  
(State of incorporation  
or organization)

**0-17995**  
(Commission file number)

**75-2216818**  
(I.R.S. employer identification  
number)

**2711 North Haskell Avenue  
Suite 2200, LB 36  
Dallas, Texas 75204-2960**

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (214) 370-2000

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 (*see* General Instruction A.2. below):

- 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 Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**(b)**

On May 28, 2009, Zix Corporation (the Company) provided written notification to Mr. Ronald A. Woessner, the Company's Senior Vice President, General Counsel and Secretary, of the termination of his employment. Pursuant to and in accordance with Mr. Woessner's pre-existing Amended and Restated Severance Agreement, dated as of December 18, 2008, he is entitled to a 90-day paid leave of absence, following which his employment will terminate. Provided Mr. Woessner complies with his obligations under the Amended and Restated Severance Agreement (including, but not limited to, providing the Company with a release of claims), he will be entitled to receive a lump sum severance payment of \$337,500, representing 18 months of his base salary, within 60 days after the conclusion of his leave of absence.

**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.

ZIX CORPORATION

Date: June 3, 2009

By: /s/ Susan K. Conner  
Susan K. Conner  
Chief Financial Officer