

ZIX CORP  
Form 8-K  
December 22, 2010

**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 20, 2010**

**ZIX CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Texas**

**0-17995**

**75-2216818**

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

**(Commission File Number)**

**(IRS Employer Identification No.)**

**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:

- 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 1.01 Entry into Material Definitive Agreement.**

On December 20, 2010, the Board of Directors of Zix Corporation (the Company ) unanimously authorized the Company to enter into indemnification agreements with each of its current and future directors. Accordingly, the Company is entering into indemnification agreements effective as of December 20, 2010 with each of David P. Cook, Robert C. Hausmann, James S. Marston, Maribess L. Miller, Antonio R. Sanchez III and Richard D. Spurr. These indemnification agreements conform to the form of indemnification agreement filed as Exhibit 10.1 to this Current Report on Form 8-K. The principal terms of the indemnification agreement are described below.

The indemnification agreement requires the Company to indemnify the indemnitee to the fullest extent permitted by applicable law against expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement of any action, suit or proceeding brought against the indemnitee by reason of the fact that the indemnitee is or was serving as a member of the Company's Board of Directors or any committee thereof. The indemnification agreement also provides that the Company must advance expenses incurred by the indemnitee in defending any such action, suit or proceeding, subject to reimbursement by the indemnitee should it be subsequently determined that indemnification is not available under applicable law. Under the indemnification agreement, the Company's Board of Directors is required to select a disinterested person or body, which may consist of one or members of the Board, who will have the authority to determine the indemnitee's right to indemnification unless a change in control has occurred, in which case such determination shall be made by independent legal counsel.

The description of the indemnification agreement set forth above does not purport to be complete and is qualified in its entirety by reference to the form of indemnification agreement filed as Exhibit 10.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description                        |
|-------------|------------------------------------|
| 10.1        | Form of Indemnification Agreement. |

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**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  
(Registrant)

Date: December 22, 2010

By: /s/ James F. Brashear  
James F. Brashear  
General Counsel and Corporate  
Secretary

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INDEX TO EXHIBITS

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