

Edgar Filing: ROGERS CORP - Form 8-K/A

ROGERS CORP  
Form 8-K/A  
June 28, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A  
CURRENT REPORT  
(Amendment No. 1)

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 20, 2007

Rogers Corporation

-----  
(Exact Name of Registrant as Specified in Its Charter)

Massachusetts	1-4347	06-0513860
-----	-----	-----
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

One Technology Drive  
P.O. Box 188  
Rogers, Connecticut

06263-0188

-----  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (860) 774-9605

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 1.01 Entry into a Material Definitive Agreement

On June 20, 2007, Rogers Corporation (the "Company") approved the entering into of its standard form of Indemnification Agreement for Company Directors with Dr. J. Carl Hsu, the Company's new Director, which provides that, among other things, the Company will indemnify Dr. Hsu against certain liabilities that may

## Edgar Filing: ROGERS CORP - Form 8-K/A

arise by reason of his status or service as a Director of the Company, and that the Company will advance to him the expenses incurred as a result of a proceeding as to which he may be indemnified.

The above description is qualified in its entirety by the terms of the Form of Indemnification Agreement (Director Form), a copy of which has been previously filed as Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on December 14, 2004, and is incorporated herein by reference.

### ITEM 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On June 20, 2007, the Board of Directors of the Company voted to increase the current size of the Board of Directors from nine to ten members and appointed Dr. J. Carl Hsu as a new Director of the Company. Dr. Hsu will serve as a Director until the next annual meeting of shareholders and thereafter until his successor is chosen and qualified.

Dr. Hsu is currently Professor and Chairman of the International Consultative Committee, School of Software and Microelectronics, and Professor, School of Electrical Engineering and Computer Science, of the Peking University in Beijing, China. Currently he serves on the Board of Directors of Taiwan Mobile, and Xinwei Telecom Technology Inc. in China.

Dr. Hsu will be eligible to participate in all compensation plans available to Rogers' other Directors. A summary of the compensation available to Rogers Directors is filed as Exhibit 10r-8 to the Company's Quarterly Report on Form 10-Q, filed on May 4, 2007, and is incorporated herein by reference.

### ITEM 7.01 Regulation FD Disclosure

On June 20, 2007, Rogers issued a press release announcing the appointment of Dr. J. Carl Hsu as a new Director of Rogers. The press release is furnished as Exhibit 99.2 hereto and is incorporated by reference.

The information furnished in this report in this Item 7.01 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

2

### ITEM 9.01 Financial Statements and Exhibits

#### (c) Exhibits.

Exhibit No. -----	Description -----
10r-8*	Amendment No. 8 to Summary of Director and Executive Officer Compensation, previously filed as Exhibit 10r-8 to the Company's Quarterly Report on Form 10-Q, filed on May 4, 2007, and incorporated herein by reference.

Edgar Filing: ROGERS CORP - Form 8-K/A

- 99.1\* Form of Indemnification Agreement (Director Form), previously filed as Exhibit 99.1 to the Company's Current Report on Form 8-K, filed on December 14, 2004, and incorporated herein by reference.
- 99.2 Press release by Rogers Corporation dated June 20, 2007 announcing the election of Dr. J. Carl Hsu as a Director of the Company (furnished pursuant to Item 7.01).

\* Management Contract.

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.

ROGERS CORPORATION

By: /s/ Dennis M. Loughran

-----  
Dennis M. Loughran  
Vice President, Finance and  
Chief Financial Officer

Date: June 27, 2007