

BELDEN INC.  
Form 8-K  
December 22, 2008

**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): December 19, 2008**

**Belden Inc.**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

**Delaware**

**001-12561**

**36-3601505**

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification  
No.)

**7733 Forsyth Boulevard, Suite 800  
St. Louis, Missouri 63105**

(Address of Principal Executive Offices, including Zip Code)

**(314) 854-8000**

(Registrant's telephone number, including area code)

**n/a**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if this 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective as of December 1, 2008 (executed by Belden Inc. (the Company) on December 19, 2008), Gray Benoist, the Vice President and Chief Financial Officer of the Company, has entered into an Amended and Restated Executive Employment Agreement (the Benoist Amended Agreement) with the Company. The Benoist Amended Agreement amends and restates Mr. Benoist's original Executive Employment Agreement, dated August 24, 2006. The amendments to Mr. Benoist's original Executive Employment Agreement are primarily designed to conform such agreement to the requirements of Section 409A of the Internal Revenue Code of 1986, as amended, and the final Treasury Regulations related thereto. The Benoist Amended Agreement also confirms Mr. Benoist's annual base salary of \$400,000 as of December 1, 2008. The Benoist Amended Agreement is included in this Form 8-K as Exhibit 10.1 and is incorporated herein by reference; it should be read in its entirety for a complete description of Mr. Benoist's employment terms.

Effective as of December 1, 2008 (executed by the Company on December 19, 2008), Kevin Bloomfield, the Vice President, Secretary and General Counsel of the Company, has entered into an Amended and Restated Executive Employment Agreement (the Bloomfield Amended Agreement) with the Company. The Bloomfield Amended Agreement amends and restates Mr. Bloomfield's prior Executive Employment Agreement dated July 23, 2007. The amendments to Mr. Bloomfield's prior Executive Employment Agreement are primarily designed to conform such agreement to the requirements of Section 409A of the Internal Revenue Code of 1986, as amended, and the final Treasury Regulations related thereto. The Bloomfield Amended Agreement also confirms Mr. Bloomfield's annual base salary of \$310,000 as of December 1, 2008. The Bloomfield Amended Agreement is included in this Form 8-K as Exhibit 10.2 and is incorporated herein by reference; it should be read in its entirety for a complete description of Mr. Bloomfield's employment terms.

**Item 9.01 Financial Statements and Exhibits**

**(c) Exhibits.**

**10.1 Amended and Restated Executive Employment Agreement**

**10.2 Amended and Restated Executive Employment Agreement**

**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.

BELDEN INC.

Date: December 19, 2008

By: /s/ Kevin Bloomfield  
Kevin Bloomfield