

VERITAS DGC INC  
Form 8-K  
March 28, 2005

## UNITED STATES

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### 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): **March 22, 2005**

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### Veritas DGC Inc.

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**1-7427**  
(Commission File Number)

**76-0343152**  
(I.R.S. Employer Identification No.)

**10300 Town Park Drive, Houston, Texas**  
(Address of Principal Executive Offices)

**77072**  
(Zip Code)

Registrant's telephone number, including area code: **(832) 351-8300**

## Edgar Filing: VERITAS DGC INC - Form 8-K

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 1.01. Entry into a Material Definitive Agreement.**Adjustments to Base Salaries of Certain Executive Officers

Veritas DGC Inc. (the Company) has previously entered into employment agreements with each of its executive officers. At its regular meeting on March 22, 2005, the Compensation Committee of the Board of Directors of the Company approved increases to the Base Salary, as defined in such employment agreements, of the executive officers shown below. These increases will be effective April 2, 2005.

<b>Name</b>	<b>Title</b>	<b>Current Base Salary</b>	<b>Base Salary Effective 4/2/2005</b>
Thierry Pilenko	Chairman and Chief Executive Officer	\$ 450,000	\$ 475,000
Stephen J. Ludlow	Vice Chairman	\$ 265,020	\$ 280,000
Timothy L. Wells	President and Chief Operating Officer	\$ 330,000	\$ 350,000
Larry L. Worden	Vice President, General Counsel and Secretary	\$ 225,000	\$ 240,000

Payment of Attorneys Fees

At its regular meeting held March 23, 2005, the Board of Directors of the Company approved the payment by the Company of certain attorneys fees incurred by Thierry Pilenko and Mark E. Baldwin, Executive Vice President, Chief Financial Officer & Treasurer, in connection with advice rendered to each of them regarding their responsibilities and duties concerning the Company's pending restatement, in an amount not to exceed \$15,000 for each such officer or an aggregate of \$30,000.

**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.

**VERITAS DGC INC.**

Date: March 28, 2005

By: /s/ LARRY L. WORDEN  
Name: Larry L. Worden  
Title: Vice President, General Counsel and  
Secretary