VERSAR INC Form 8-K September 09, 2008

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): September 3, 2008

VERSAR, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other Jurisdiction of Incorporation) **1-9309** (Commission File Number)

54-0852979 (IRS Employer Identification No.)

6850 Versar Center22151Springfield, Virginia(Zip Code)(Address of Principal Executive Offices)(Zip Code)Registrant's telephone number, including area code: (703) 750-3000

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02(e) Compensatory Arrangements of Certain Officers.

On September 3, 2008, the Compensation Committee of the Board of Directors, consisting of all independent directors, took the following compensation actions: Under the Fiscal Year 2008 Incentive Compensation Plan:

A. Cash Bonuses:

Theodore M. Prociv	\$ 211,900
Lawrence W. Sinnott	\$ 158,100
James C. Dobbs	\$ 56,700
Jeffrey A. Wagonhurst	\$ 113,200
Gina Foringer	\$ 54,000
Michael J. Abram	\$ 43,300
Paul W. Kendall	\$ 52,900
B. Restricted Stock to be vested over a two year period:	

	17,000				
Theodore M. Prociv	shares				
	12,000				
Lawrence W. Sinnott	shares				
James C. Dobbs	5,000 shares				
Jeffrey A. Wagonhurst	5,000 shares				
Gina Foringer	5,000 shares				
Paul W. Kendall	5,000 shares				
Michael J. Abram	5,000 shares				
In addition, the Compensation Committee adjusted the salaries of the CEO and Executive Officers as follows:					

		New Salary		Increase	
Theodore M. Prociv		\$	355,000	\$	25,000
Lawrence W. Sinnott		\$	250,000	\$	40,000
James C. Dobbs		\$	190,000	\$	10,000
Jeffrey A. Wagonhurst		\$	200,000	\$	15,000
Gina Foringer		\$	170,000	\$	5,000
Paul W. Kendall		\$	185,000	\$	5,000
Michael J. Abram		\$	170,000	\$	5,000
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SIGNATURE

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.

Dated: September 9, 2008

VERSAR, INC.

By: /s/ James C. Dobbs

James C. Dobbs Senior Vice President and General Counsel

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