

PERFORMANCE TECHNOLOGIES INC \DE\  
Form 8-K  
May 11, 2011

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**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): May 6, 2011

**PERFORMANCE TECHNOLOGIES, INCORPORATED**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

02-27460  
(Commission  
File Number)

16-1158413  
(IRS Employer  
Identification No.)

205 Indigo Creek Drive  
Rochester, New York  
(Address of principal executive offices)

14626  
(Zip Code)

(585) 256-0200

(Registrant's telephone number, including area code)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 6, 2011, the Compensation Committee of the Board of Directors of Performance Technologies, Incorporated ( the Registrant ) approved the following actions:

***Salary Increases***

The Compensation Committee of the Board of Directors meets annually to determine executive management compensation levels for the year. As part of the Registrant's overall expense management given the continuing challenging economic conditions, the Chief Executive Officer recommended to the Compensation Committee that there continue to be a freeze on executive management salaries for 2011. The Compensation Committee has accepted this recommendation.

***Option Awards***

Time-vested non-qualified stock options were granted to purchase common shares under the Registrant's 2003 Omnibus Incentive Plan and its 2001 Stock Option Plan to its executive officers and certain key employees, including grants to the Named Executive Officers identified in the table below:

| Named Executive Officer | Number of<br>Shares |
|-------------------------|---------------------|
| John M. Slusser         | 70,000              |
| John J. Grana           | 40,000              |
| Dorrance W. Lamb        | 40,000              |
| J. Patrick Rice         | 25,000              |

The options were granted at an exercise price of \$2.22 and will vest in accordance with the following vesting schedule: 20% upon the first anniversary of the grant date, an additional 30% upon the second anniversary of the grant date and an additional 50% upon the third anniversary of the grant date. All of the options expire five years from the date of grant. The options for Mr. Slusser and Mr. Lamb contain customary change-in-control/acceleration provisions. The forms of the stock option agreement are substantially the same as the form of options granted in 2010 and filed as an exhibit to the Registrant's 2009 Form 10-K.

**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.

**PERFORMANCE TECHNOLOGIES, INCORPORATED**

May 11, 2011

By /s/ John M. Slusser

John M. Slusser  
President and Chief Executive Officer

May 11, 2011

By /s/ Dorrance W. Lamb  
Dorrance W. Lamb  
Senior Vice President of  
Finance and Chief Financial Officer