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BALCHEM CORP  
Form 8-K  
December 22, 2005

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): December 20, 2005

Balchem Corporation

(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation)

1-13648  
(Commission File Number)

13-257-8432  
(IRS Employer  
Identification No.)

P.O. Box 600, New Hampton, NY 10958

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (845) 326-5600

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)

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- 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.**

On December 20, 2005, the Board of Directors of Balchem Corporation ( Balchem ) approved Balchem s Incentive Compensation Program for the 2006 calendar year (the ICP). The ICP provides for the awarding of bonus compensation to executive officers and certain other employees, based upon the level of achievement of specific goals established for the particular officer or employee, and for the weighting of those goals to determine the amount of the bonus. No bonuses are required to be paid under the ICP unless a specified minimum level of consolidated net income before interest and taxes ( NIBIT ) is achieved. The Compensation Committee has established such minimum level of NIBIT for 2006 based upon Balchem s estimated results of operations for the 2005 calendar year.

Pursuant to the terms of the employment agreement between Balchem and Dino

A. Rossi, its President and Chief Executive Officer, Mr. Rossi is entitled to annual discretionary bonuses of up to 100% of his base salary, based upon Balchem achieving operating and/or financial targets established by the Board of Directors or an authorized committee thereof. 50% of such bonus compensation is determined pursuant to the ICP. The Compensation Committee has established a minimum level of consolidated net income for the 2006 fiscal year to be achieved by Balchem in order for Mr. Rossi to be entitled to the portion of such bonus compensation not covered by the ICP.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit 10.8 2006 Incentive Compensation Program

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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.

BALCHEM CORPORATION

By: /s/ Dino A. Rossi  
Dino A. Rossi, President,  
Chief Executive Officer

Dated: December 22, 2005

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Exhibit Index

Exhibit Number

Description

Exhibit 10.8

2006 Incentive Compensation Program