

AVI BIOPHARMA INC
Form 8-K
February 28, 2005

FORM 8-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 22, 2005**

AVI BioPharma, Inc.

(Exact name of registrant as specified in its charter)

Oregon
(State or other jurisdiction of
incorporation or organization)

0-22613
(Commission
File Number)

93-0797222
(IRS Employer
Identification Number)

One S.W. Columbia, Suite 1105

Portland, OR 97258

(Address of principal executive offices)

(503) 227-0554

Registrant's telephone number, including area code

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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))
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Item 1.01. Entry into a Material Definitive Agreement

On February 22, 2005, after consideration of presentations and recommendations of management and the Compensation Committee and such other matters and information as deemed appropriate, the Board of Directors of AVI BioPharma, Inc. (Company) accepted and ratified the conclusions and recommendations of the Company s Compensation Committee (the Committee) with respect to the following actions:

Fiscal 2005 Base Salaries. The base salary levels, effective January 1, 2005, of the persons who are anticipated to constitute the Company s named executive officers for 2005 were set as follows:

| Name | Title | 2005 Base Salary | 2004 Base Salary |
|------------------------------------|--|------------------|------------------|
| Denis R. Burger, Ph.D. | Chief Executive Officer | \$ 350,000 | \$ 330,000 |
| Alan P. Timmins | President and Chief Operating Officer | \$ 300,000 | \$ 295,000 |
| Patrick L. Iversen, Ph.D. | Senior Vice President of Research and Development | \$ 245,000 | \$ 235,000 |
| Dwight D. Weller, Ph.D. | Senior Vice President of Chemistry and Manufacturing | \$ 215,000 | \$ 210,000 |
| Peter D. O Hanley, M.D., Ph.D. (1) | Senior Vice President of Clinical Development and Regulatory Affairs | \$ 235,000 | \$ 225,000 |
| Mark M. Webber | Chief Financial Officer | \$ 205,000 | \$ 200,000 |

(1) Hired effective March 29, 2004.

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2005 Cash Bonus. The following bonuses for the Company's named executive officers were approved as follows:

| Name | Title | Proposed 2005 Bonus |
|------------------------------------|--|---------------------|
| Denis R. Burger, Ph.D. | Chief Executive Officer | \$ 120,000 |
| Alan P. Timmins | President and Chief Operating Officer | \$ 100,000 |
| Patrick L. Iversen, Ph.D. | Senior Vice President of Research and Development | \$ 65,000 |
| Dwight D. Weller, Ph.D. | Senior Vice President of Chemistry and Manufacturing | \$ 50,000 |
| Peter D. O Hanley, M.D., Ph.D. (2) | Senior Vice President of Clinical Development and Regulatory Affairs | \$ 25,000 |
| Mark M. Webber | Chief Financial Officer | \$ 50,000 |

(2) Dr. O Hanley joined the Company effective March 29, 2004.

Stock Option Awards. Incentive stock option for the purchase of the Company's common stock were granted to the persons who are anticipated to constitute the named executive officers of the Company for 2005, pursuant to the Company's 2002 Equity Incentive Plan (the "2002 Plan") as follows:

| Name | Title | Shares Subject to Option Grant |
|--------------------------------|--|--------------------------------|
| Denis R. Burger, Ph.D. | Chief Executive Officer | 175,000 |
| Alan P. Timmins | President and Chief Operating Officer | 175,000 |
| Patrick L. Iversen, Ph.D. | Senior Vice President of Research and Development | 75,000 |
| Dwight D. Weller, Ph.D. | Senior Vice President of Chemistry and Manufacturing | 75,000 |
| Peter D. O Hanley, M.D., Ph.D. | Senior Vice President of Clinical Development and Regulatory Affairs | 50,000 |
| Mark M. Webber | Chief Financial Officer | 75,000 |

The stock options granted become exercisable starting twelve months after the grant date, with one-third of the options becoming exercisable at that time and an additional one-third of the options becoming exercisable on the second and third anniversary dates of the option grant, respectively. The options are subject to the terms of the 2002 Plan and the individual award agreements, the form of which is attached hereto as Exhibit 99.1. The exercise price per share of the shares subject to the option grants is \$2.53, the reported closing price on the Nasdaq Stock Market on February 22, 2005 (the grant date).

Item 7.01 Regulation FD Disclosure

The information set forth above is incorporated by reference herein.

Item 8.01 Other Events

The information set forth above is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(b) Exhibits

- 99.1 Form of ISO Stock Option Agreement
- 99.2 Form of NQ Stock Option Agreement

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Portland, State of Oregon, on February 28, 2005.

AVI BioPharma, Inc.

By: /s/ ALAN P. TIMMINS

Alan P. Timmins
President and Chief Operating Officer
(Principal Operating Officer)

EXHIBIT INDEX

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