

NATURAL GAS SERVICES GROUP INC

Form 8-K

March 24, 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): March 18, 2008
NATURAL GAS SERVICES GROUP, INC.
(Exact Name of Registrant as Specified in Its Charter)**

Colorado
(State or other jurisdiction
of Incorporation or organization)

1-31398
(Commission File
Number)

75-2811855
(IRS Employer
Identification No.)

2911 South County Road 1260 Midland, Texas
(Address of Principal Executive Offices)

79706
(Zip Code)

432-563-3974

(Registrant's telephone number, including area code)

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:

- 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))
-

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

On March 18, 2008, the Compensation Committee of the Board of Directors of Natural Gas Services Group, Inc. (the Company) granted cash bonuses to each of its executive officers as follows:

| Name and Position | Amount of Cash Bonus |
|---|----------------------|
| Stephen C. Taylor Chairman of the Board, President and Chief Executive Officer | \$ 89,250.00 |
| Paul D. Hensley Director and Senior Vice President Technology | \$ 43,078.00 |
| Earl R. Wait Vice President Accounting | \$ 33,469.00 |
| James R. Hazlett Vice President-Technical Services | \$ 34,213.00 |

The cash bonuses were granted under our incentive cash bonus program or, the IBP, that provides guidelines for the calculation of annual non-equity incentive based compensation in the form of cash bonuses to our executives. Each year, the Compensation Committee of the Board of Directors approves the group of executives eligible to participate in the IBP and establishes target award opportunities for such executives, excluding our Chief Executive Officer, whose employment agreement provides for a target award opportunity of up to 50% of his base salary. Target award opportunities for our executives range from 20% to 50% of base salary.

In 2007, 90% of an executive officer's IBP award was based on achievement of company financial objectives relating to:

total revenues;

net income before taxes; and

EBITDA. EBITDA is calculated from our audited consolidated financial statements by adding to net income, or loss, (1) amortization and depreciation expense, (2) interest expense and (3) provision for income tax expense.

Each of these three components accounts for 30% of the total company financial objective portion of the IBP. The remaining 10% of an executive officer's IBP award is

based upon individual performance as evaluated by our Chief Executive Officer (except with respect to our Chief Executive Officer whose individual performance is evaluated by the Compensation Committee).

Each year, the Compensation Committee sets a target level for each component of the company financial objective portion of the IBP. The payment of awards under the IBP is based upon whether these target levels are achieved for the year. As an example, if we achieve the target levels for all components of the company financial object portion of the IBP, an executive with a base salary of \$100,000 and a target award opportunity of 40% will receive a cash bonus of \$40,000, assuming the executive receives the full amount (10%) of the individual performance portion of the IBP. If we do not achieve the target levels for all of the components, the target award opportunity for each executive officer is decreased by 30% for each component in which there is a shortfall. For instance, if we meet all target levels except the target level for EBITDA, the executive's award opportunity is decreased by 30%. With respect to the example described above, the award opportunity for the executive would be reduced from 40% to 28% (the target bonus of 40% multiplied by 70%) and the executive would receive a cash bonus of \$28,000, assuming the executive receives the full amount of the individual performance portion of the IBP. In 2007, we met or exceeded all of our targets and each of our executives received the maximum bonus amount they could be awarded.

In addition, on March 18, 2008 the Compensation Committee of the Board of Directors of the Company also approved the grant to each of the six non-employee Directors of the Company of a regular annual stock option to purchase 2,500 shares of the Company's common stock. The six non-employee Directors of the Company include Alan A. Baker, John W. Chisholm, Charles G. Curtis, William F. Hughes, Jr., Richard L. Yadon and Gene A. Strasheim.

The stock options were granted on March 18, 2008 pursuant to the Company's 1998 Stock Option Plan, as amended. Each stock option has an exercise price equal to \$20.48 per share, the closing price of the Company's common stock on the date of grant, as reported on the American Stock Exchange. The stock options are nonstatutory stock options and are exercisable for a term of 10 years from the date of grant, subject to earlier termination pursuant to the terms of the 1998 Stock Option Plan.

The purchase price of shares as to which an option is exercised must be paid in full at the time of exercise either in cash or by delivering to the Company shares of stock having a fair market value equal to the purchase price, or a combination of cash and stock.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The Exhibits listed below are filed as Exhibits to this Current Report on Form 8-K.

Exhibit No. Description of Exhibit

- | | |
|------|---|
| 10.1 | Natural Gas Services Group, Inc. 1998 Stock Option Plan, as amended by the Board of Directors on May 9, 2006 and approved by the shareholders on June 20, 2006 (Incorporated by reference to Exhibit 10.1 of the Registrant's Form 8-K Report dated May 9, 2006 and filed with the Securities and Exchange Commission on May 15, 2006). |
| 10.2 | Form of Nonstatutory Stock Option Agreement for non-employee directors (Incorporated by reference to Exhibit 10.2 of the Registrant's Form 8-K Report dated May 9, 2006 and filed with the Securities and Exchange Commission on May 15, 2006). |

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.

NATURAL GAS SERVICES GROUP, INC.

By: /s/ Earl R. Wait
Earl R. Wait, Vice
President-Accounting

Dated: March 24, 2008