

QEP CO INC  
Form 8-K  
January 03, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 27, 2004**

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**Q.E.P. CO., INC.**

(Exact Name of Registrant as Specified in Charter)

**DELAWARE**  
(State or Other Jurisdiction  
of Incorporation)

**0-21161**  
(Commission File Number)

**13-2983807**  
(IRS Employer  
Identification No.)

**1081 Holland Drive**  
**Boca Raton, Florida 33487**

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(Address of Principal Executive Offices; Zip Code)

561-994-5550

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

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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:

- 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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Section 1 Registrant's Business and Operations

**Item 1.01 Entry into a Material Definitive Agreement.**

On December 27, 2004, Q.E.P. Co., Inc. (the Company) adopted the QEP Executive Deferred Compensation Plan (the Plan) effective December 15, 2004. The purpose of the Plan is to provide each Plan participant with an opportunity to defer receipt of a portion of their salary, bonus, and other specified cash compensation. Participation in the Plan is limited to employees who are part of a select group of management or highly compensated employees of the Company. The Company also entered into a Trust Under the QEP Executive Deferred Compensation Plan (the Trust) with Reliance Trust Company as the trustee. The Trust will be a rabbi trust and will be used to set aside the amounts of deferred compensation allocated to the participants in the Plan and the earnings from the investment of such amounts. A copy of the Plan and the Trust are attached hereto as exhibits in Item 9.01.

Section 9 Financial Statements and Exhibits

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	QEP Executive Deferred Compensation Plan effective December 15, 2004.
10.2	Trust Under the QEP Executive Deferred Compensation Plan dated December 27, 2004.

**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.

Q.E.P. Co., Inc.

Date: January 3, 2005

By:           /s/ Marc Applebaum          

Name: Marc Applebaum  
Title: Senior Vice President,

Chief Financial Officer

**EXHIBIT INDEX**

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