

THERMAGE INC  
Form 8-K  
April 24, 2008

**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)

April 18, 2008

**THERMAGE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-33123**  
(Commission File Number)

**68-0373593**  
(IRS Employer

Identification No.)

**25881 Industrial Boulevard, Hayward, California 94545**

(Address of principal executive offices, including zip code)

**(510) 782-2286**

(Registrant's telephone number, including area code)

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N/A

(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 (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))

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

On April 18, 2008, the Board of Directors of Thermage, Inc. (the Company ) approved an amendment to the Company s 2006 Equity Incentive Plan to increase automatic grant of non-statutory options to the Company s non-employee directors:

1. Upon initial election as a director, the individual will be granted an option to purchase twenty-five thousand (25,000) shares of common stock, which option shall vest ratably as to 1/36th of shares subject to the option each month, subject to the director s continued service on each relevant vesting date.
2. Immediately following the date of each regular annual meeting of stockholders of the Company, each non-employee director who has been a director for at least six months will be granted an option to purchase twelve thousand five hundred (12,500) shares of common stock, which option shall vest ratably as to 1/12th of the shares subject to the option each month, subject to the director s continued service on each relevant vesting date.

**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.

**THERMAGE, INC.**

By: /s/ John F. Glenn  
John F. Glenn

Chief Financial Officer

Date: April 24, 2008