

GLATFELTER P H CO
Form 8-K
January 20, 2012

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):

January 20, 2012

P. H. Glatfelter Company

(Exact name of registrant as specified in its charter)

Pennsylvania

001-03560

23-0628360

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

96 S. George Street, Suite 500, York,
Pennsylvania

17401

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

717 225 4711

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))

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

On January 20, 2012, Kevin M. Fogarty, President and Chief Executive Officer of Kraton Performance Polymers, Inc., was elected to the Board of Directors of P. H. Glatfelter Company (the "Company"). He is also a member of Kraton's Board of Directors. Mr. Fogarty has not yet been named to serve on any committees of the Board of Directors of the Company.

Compensatory arrangements for Mr. Fogarty as a new director will be consistent with the Company's previously disclosed standard arrangements for directors. Such arrangements are described under "Non Employee Director Compensation" of the Company's proxy statement for its 2011 annual meeting of shareholders filed on March 30, 2011, which disclosure is incorporated herein by reference. In general, non-employee directors receive an annual retainer fee and meeting fees, in cash, stock awards and restricted stock units.

A copy of the press release issued by the Company announcing Mr. Fogarty's election is filed herewith as Exhibit 99.1 and incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 20, 2012, the Board of Directors of the Company adopted an Amended and Restated By-laws. The Amended and Restated By-laws increase the size of the Board from eight directors to nine directors and make certain other administrative changes. The Amended and Restated By-laws are filed herewith as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed herewith:

3.1 - Amended and Restated By-laws of P. H. Glatfelter Company.

99.1 - A copy of the press release dated January 20, 2012, issued by the Company announcing the election of Kevin M. Fogarty to its Board of Directors.

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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.

P. H. Glatfelter Company

January 20, 2012

By: *David C. Elder*

Name: David C. Elder

Title: Vice President, Finance

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| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1 | Amended and Restated By-laws of P. H. Glatfelter Company |
| 99.1 | A copy of the press release dated January 20, 2012, issued by the Company announcing the election of Kevin M. Fogarty to its Board of Directors. |