

CHRISTOPHER & BANKS CORP  
Form 8-K  
August 01, 2006

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

**Washington, D.C. 20549**

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**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): **July 26, 2006**

**Christopher & Banks Corporation**

(Exact Name of Registrant as Specified in Its Charter)

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

**001-31390**  
(Commission File Number)

**06-1195422**  
(I.R.S. Employer Identification No.)

**2400 Xenium Lane North**  
**Plymouth, Minnesota**  
(Address of Principal  
Executive Offices)

**55441**  
(Zip Code)

Registrant's telephone number, including area code: **(763) 551-5000**

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)

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- 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 July 26, 2006, the shareholders of Christopher & Banks Corporation (the Company ) approved the Company s 2006 Equity Incentive Plan for Non-Employee Directors, which provides for the issuance of up to 300,000 shares of the Company s Common Stock to Non-Employee Directors. A copy of the plan was filed as Appendix A of the Company s Definitive Proxy Statement with the United States Securities and Exchange Commission ( SEC ) on June 14, 2006 and is incorporated by reference herein.

On July 26, 2006, the Company s Board of Directors approved a technical amendment to each of the Company s 2005 Stock Incentive Plan and 2006 Equity Incentive Plan for Non-Employee Directors, copies of which are attached hereto as Exhibits 10.3 and 10.4, respectively.

On July 26, 2006, the Company s shareholders also approved the Company s 2006 Senior Executive Incentive Plan, which provides for awarding performance-based compensation to the plan s participants within the meaning of Section 162(m) of the Internal Revenue Code. A copy of the plan was filed as Appendix B of the Company s Definitive Proxy Statement with the SEC on June 14, 2006 and is incorporated by reference herein.

**Item 9.01**

**Financial Statements and Exhibits.**

- (a) Financial statements: None.
- (b) Pro forma financial information: None.
- (c) Shell company transactions: None.
- (d) Exhibits:

10.1 Form of Nonqualified Stock Option Agreement under the Company s 2006 Equity Incentive Plan For Non-Employee Directors

10.2 Form of Restricted Stock Agreement under the Company s 2006 Equity Incentive Plan For Non-Employee Directors

10.3 Amendment to the Company s 2005 Stock Incentive Plan, dated July 26, 2006

10.4 Amendment to the Company s 2006 Equity Incentive Plan for Non-Employee Directors, dated July 26, 2006

**SIGNATURE**

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, thereunto duly authorized.

**Christopher & Banks Corporation**

Date: August 1, 2006

By:

/s/ Andrew K. Moller  
Andrew K. Moller  
Executive Vice President  
and Chief Financial Officer

**CHRISTOPHER & BANKS CORPORATION**

**FORM 8-K CURRENT REPORT**

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
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