

INGRAM MICRO INC  
Form 8-K  
December 16, 2005

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**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):**

**December 13, 2005**

**INGRAM MICRO INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware  
(State of incorporation  
or organization)**

**1-12203  
(Commission File  
Number)**

**62-1644402  
(I.R.S. Employer  
Identification No.)**

**1600 E. St. Andrew Place  
Santa Ana, CA 92799-5125**

**(Address, including zip code of Registrant's principal executive offices)**

**Registrant's telephone number, including area code: (714) 566-1000**

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

On December 13, 2005, the Human Resources Committee of the Board of Directors of Ingram Micro Inc. (the Company ) took the following actions:

Established objective performance metrics over a three-year period for payout of restricted stock related awards under the Company s 2006 Executive Long-Term Performance Share Program (the 2006 ELTP ) pursuant to the Company s Executive Incentive Plan and the Company s 2003 Equity Incentive Plan (the 2003 Plan ). Minimum performance standards were also established below which no payments will be made. The Company s executive officers are eligible to participate in the 2006 ELTP.

Established objective performance metrics for the 2006 fiscal year for payout of cash awards under the Company s 2006 Annual Executive Incentive Award Program (the 2006 AEIAP ). The Company s executive officers are eligible to participate in the 2006 AEIAP.

Approved an increase exceeding 10%, effective December 31, 2005, in the annual base salary of the following executive officer:

William D. Humes, Executive Vice President and Chief Financial Officer (from \$385,000 to \$430,000)

**Item 9.01 Financial Statements and Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| <b>99.1</b>        | Current form of Non-Qualified Stock Option Award Agreement (U.S.) for awards granted under the 2003 Plan        |
| <b>99.2</b>        | Current form of Non-Qualified Stock Option Award Agreement (Non-U.S.) for awards granted under the 2003 Plan    |
| <b>99.3</b>        | Current form of Restricted Stock Award Agreement for time vested awards granted under the 2003 Plan             |
| <b>99.4</b>        | Current form of Restricted Stock Unit Award Agreement for time vested awards granted under the 2003 Plan        |
| <b>99.5</b>        | Current form of Restricted Stock Award Agreement for performance vested awards granted under the 2003 Plan      |
| <b>99.6</b>        | Current form of Restricted Stock Unit Award Agreement for performance vested awards granted under the 2003 Plan |

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**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 hereunto duly authorized.

**INGRAM MICRO INC.**

By: /s/ Larry C. Boyd

Name: Larry C. Boyd

Title: Senior Vice President,  
Secretary and General Counsel

Date: December 16, 2005

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