
Section 1: 8-K (8-K)

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): February 13, 2018 (February 5, 2018)



Vista Outdoor Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-36597

(Commission
File Number)

47-1016855

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

**262 N University Avenue
Farmington, UT**

(Address of principal executive offices)

84025

(Zip Code)

Registrant's telephone number, including area code: **(801) 447-3000**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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))

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

On January 5, 2018, the Management Development and Compensation Committee of the Board of Directors of Vista Outdoor Inc. (the "Company") approved the grant of a one-time, equity award with a \$250,000 aggregate grant date value (the "Award") to the Company's General Counsel, Scott Chaplin in recognition of his assumption of additional responsibilities as the head of the Company's Human Resources and Corporate Services department. The Award was communicated to Mr. Chaplin in an equity award letter on February 9, 2018 (the "Award Letter"), which he accepted on that date. The Award was made in the form of restricted stock units under the Company's 2014 Stock Incentive Plan and will vest in two equal installments on the first and second anniversaries of the grant date, subject to his continued employment with the Company through the applicable vesting date.

The foregoing description of the Award Letter does not purport to be complete and is qualified in its entirety by reference to the Award Letter (Exhibit 10.1 to this Current Report on Form 8-K) and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
10.1	Award Letter between Vista Outdoor Inc. and Scott Chaplin.

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.

VISTA OUTDOOR INC.

By: /s/ Scott D. Chaplin

Name: Scott D. Chaplin

Title: Senior Vice President, General Counsel
and Secretary

Date: February 13, 2018

EXHIBIT INDEX

Exhibit No.	Description
10.1	Award Letter between Vista Outdoor Inc. and Scott Chaplin.

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Section 2: EX-10.1 (EXHIBIT 10.1)



February 9, 2018

Dear Scott:

In recognition of your assuming additional responsibilities for Human Resources and Corporate Services, the Management Development and Compensation Committee has approved, as of February 5, 2018, a special, one-time award in the form of **16,970 Restricted Stock Units** ("RSUs") with an approximate value of **\$250,000**. As an equity holder in our company, you will participate in the rewards from delivering long-term shareholder value. The RSUs will vest in two equal installments on the first and second anniversaries of the grant date (i.e., 50% on February 5, 2019 and 50% on February 5, 2020), subject to your continued employment with Vista Outdoor through the applicable vesting date.

Additional Terms and Conditions of Equity Awards

Shortly after your signing this letter, you will receive additional information from E*Trade about how to accept your available equity award online. Your receipt of equity is subject to your acceptance of the terms and conditions of the materials provided to you at the time of your acceptance of the award through E*Trade's online system, including the Vista Outdoor Inc. 2014 Stock Incentive Plan, the award agreement evidencing the award and the plan's prospectus, as well any other applicable company policies. It is important that you read all of the documents associated with each award carefully.

Navigating the E*Trade System

In order to be eligible for equity awards, you must log on to E*TRADE and complete the grant acceptance process by following the instructions below:

- **Existing E*TRADE Stock Plan Accounts:** Please log-on to your account at <https://us.etrade.com/stock-plans> and complete the grant acceptance process, after you receive notification from E*Trade that your awards have been loaded to the system.

If you need technical assistance with the grant acceptance process or accessing your account, please call E*TRADE's U.S. Service Center at 800.838.0908 (Monday through Friday, 8:00 a.m. to 9:00 p.m. (Eastern)).

The terms of this letter do not constitute an employment agreement; your pay and benefits will follow Vista Outdoor's compensation and benefits programs which are subject to change. All employment at Vista Outdoor is at the mutual will of Vista Outdoor and the employee and either party may terminate the employment relationship at any time and for any reason, with or without cause or notice. The at-will employment relationship cannot be altered, unless it is done so in writing.

To confirm acceptance of the letter, please sign, date and return to Lindsay Lentz, Director, Compensation via email at Lindsay.Lentz@VistaOutdoor.com.

