

INGRAM MICRO INC  
Form 8-K  
February 05, 2009

**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 2, 2009**  
**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**(e) Compensatory Arrangements of Certain Officers.**

On February 2, 2009, the Human Resources Committee of the Board of Directors (the Committee ) of Ingram Micro Inc. ( Ingram Micro ) approved and established the performance-based target annual bonus incentive awards, including the related performance objectives, for each of Ingram Micro s named executive officers effective in or beginning with Ingram Micro s 2009 fiscal year. These target bonus incentive awards are based upon the achievement of certain pre-established financial performance goals established by the Committee. No awards will be earned if threshold performance levels are not met; however, amounts actually earned could be increased if actual performance exceeds pre-established targeted financial goals. The Committee did not make any changes to the named executive officers base compensation for Ingram Micro s 2009 fiscal year compared to the 2008 fiscal year.

**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: February 5, 2009