

LINENS N THINGS INC
Form 8-K
February 15, 2006

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 9, 2006

LINENS 'N THINGS, INC.

(Exact Name of Registrant as Specified in Charter)

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

1-12381
(Commission File Number)

22-3463939
**(I.R.S. Employer
Identification No.)**

6 Brighton Road, Clifton, New Jersey
(Address of Principal Executive Offices)

Registrant's telephone number, including area code (973) 778-1300

07015
(Zip Code)

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))

Item 1.01 Entry into a Material Definitive Agreement.

1. Transaction Incentive Arrangements

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In consideration of the substantial services performed by F. David Coder, Linens 'n Things, Inc. (the "Company") Executive Vice President, Store Operations, in connection with the strategic process leading up to the acquisition of the Company by Apollo Management, L.P pursuant to the Merger Agreement dated as of November 8, 2005 (the "Merger Agreement"), on February 9, 2006, the Compensation Committee of the Board of Directors approved a Transaction Incentive Agreement which provides for a transaction incentive payment of \$100,000 to Mr. Coder, payable upon the closing and consummation of the merger under the Merger Agreement or any termination of employment by the Company other than for "Cause".

A copy of the Transaction Incentive Agreement is attached as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

10.1 Transaction Incentive Agreement dated February 9, 2006 by and between the Company and F. David Coder.

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.

LINENS 'N THINGS, INC.

Dated: February 15, 2006

By: /s/ Brian D. Silva
Name: Brian D. Silva
Title: Senior Vice President,
Human Resources, Administration and
Corporate Secretary

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 10.1 | Transaction Incentive Agreement dated February 9, 2006 by and between the Company and F. David Coder. |
