

ULTRALIFE CORP  
Form 8-K  
May 26, 2011

**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): May 25, 2011**

**ULTRALIFE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**000-20852**

(Commission File Number)

**16-1387013**

(IRS Employer Identification No.)

**2000 Technology Parkway, Newark, New York**

(Address of Principal Executive Offices)

**14513**

(Zip Code)

Registrant's telephone number, including area code: **(315) 332-7100**

(Former name or former address if changed since last report.)

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 8.01 Other Events.**

Effective May 25, 2011, the Board of Directors of Ultralife Corporation approved an amendment to the Ultralife Amended and Restated Long-Term Incentive Plan ( Restated LTIP ) pursuant to which the definition of Change in Control was modified to clarify certain events that would constitute a Change in Control for purposes of the Restated LTIP.

The modifications appear in subsections (iii) and (iv) of the definition and now make it clear that a Change in Control occurs upon the consummation of the events described in those subsections as opposed to occurring upon shareholder approval of an agreement providing for the event in the case of subsection (iii) and upon the commencement or announcement of an intention to commence the event in the case of subsection (iv).

The summary of the modifications set forth above is qualified in its entirety by reference to the full text of the revised definition of Change in Control as set forth in Exhibit 10.1 attached to this report and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is being furnished as part of this Report.

**Exhibit**

**Number**

**Description**

10.1 Revised Definition of Change in Control for the Ultralife Restated LTIP

**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.

Date: May 26, 2011

ULTRALIFE CORPORATION

By: /s/ Peter F. Comerford  
Peter F. Comerford  
Vice President of Administration,  
General Counsel and Secretary

**EXHIBIT INDEX**

**Exhibit**

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