

ROGERS CORP  
Form 8-K  
May 09, 2008

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**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 9, 2008**

**ROGERS CORPORATION**  
(Exact name of Registrant as specified in Charter)

<b>Massachusetts</b>	<b>1-4347</b>	<b>06-0513860</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

**One Technology Drive, P.O. Box 188, Rogers, Connecticut 06263-0188**  
(Address of Principal Executive Offices and Zip Code)

**(860) 774-9605**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(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 (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 May 9, 2008, the shareholders of Rogers Corporation approved the Third Amendment to Rogers Corporation 2005 Equity Compensation Plan (the "Third Amendment"), which had been previously approved by the Board of Directors on October 25, 2007. The Third Amendment permits discretionary grants of restricted stock awards and unrestricted stock awards to non-management directors. The Third Amendment is filed herewith as Exhibit 10.1.

**Item 7.01 Regulation FD Disclosure.**

Rogers Corporation held its annual meeting of shareholders on May 9, 2008 in Hartford, CT. A copy of the press release is furnished herewith as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No.    Description**

10.1	Third Amendment to Rogers Corporation 2005 Equity Compensation Plan, filed herewith.
99.1	Press release, dated May 9, 2008, issued by Rogers Corporation (furnished herewith pursuant to Item 7.01).

**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.

**ROGERS CORPORATION**

By: /s/ Dennis M. Loughran  
Dennis M. Loughran  
Vice President, Finance and  
Chief Financial Officer

Date: May 9, 2008