

MTS SYSTEMS CORP  
Form 8-K  
February 12, 2010

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

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FORM 8-K

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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 10, 2010

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MTS SYSTEMS CORPORATION

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction  
of incorporation)

**0-2382**  
(Commission  
File Number)

**41-0908057**  
(IRS Employer  
Identification No.)

**14000 Technology Drive**  
**Eden Prairie, Minnesota**  
(Address of principal executive offices)

**55344**  
(Zip Code)

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Registrant's telephone number, including area code: **(952) 937-4000**

**N/A**

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

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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))
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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) On February 10, 2010, at its Annual Meeting of Shareholders, the shareholders of MTS Systems Corporation (the Company), upon the recommendation of the Company's Board of Directors, voted to approve a restatement of the MTS Systems Corporation Executive Variable Compensation Plan (the Plan) for executive officers and management of the Company. The Plan was adopted by the Board of Directors on November 24, 2009, and will be effective as of October 3, 2010. The full text of the Plan is attached hereto as Exhibit 5.02 and is incorporated herein by reference.

**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 thereunto duly authorized.

**MTS SYSTEMS CORPORATION**  
(Registrant)

Date: February 12, 2010

By: /s/ SUSAN E. KNIGHT  
Susan E. Knight  
Vice President and Chief  
Financial Officer

**MTS SYSTEMS CORPORATION**

**FORM 8-K REPORT**

**INDEX TO EXHIBITS**

**Exhibit No.**

5.02

**Description**

MTS Systems Corporation Executive Variable Compensation (EVC) Plan, as restated (filed herewith).

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