

GREENBRIER COMPANIES INC

Form 8-K/A

April 11, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**Form 8-K/A
Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): April 7, 2008**

THE GREENBRIER COMPANIES, INC.
(Exact name of registrant as specified in its charter)
Commission File No. 1-13146

Oregon
(State of Incorporation)

93-0816972
(I.R.S. Employer Identification No.)

One Centerpointe Drive, Suite 200, Lake Oswego, OR
(Address of principal executive offices)

97035
(Zip Code)

(503) 684-7000

(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: N/A

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.

(c) Appointment of Certain Officers.

On April 2, 2008, The Greenbrier Companies, Inc. (the Company) filed with the Securities and Exchange Commission a Current Report on Form 8-K disclosing that James W. Cruckshank was appointed its Senior Vice President and Chief Accounting Officer. The Current Report dated April 2, 2008 did not include information called for in Item 5.02(c)(3) of Form 8-K that was not determined or was unavailable at the time of the required filing. This amendment is being filed for the purpose of satisfying the requirements of Item 5.02(c)(3) of Form 8-K, to the extent such information is now determined or available, and this amendment should be read in conjunction with the initial report on Form 8-K.

On April 7, 2008, the Compensation Committee of the Board of Directors of the Company (the Compensation Committee) approved Mr. Cruckshank's compensation, including a base salary in the amount of \$210,000 per year and an annual discretionary cash bonus based upon the achievement of Company and individual performance goals.

The Compensation Committee granted to Mr. Cruckshank an award of 5,000 shares of restricted stock under the 2005 Stock Incentive Plan, such shares to vest in accordance with a five-year vesting schedule and valued at the fair market value of the Company's Common Stock on the effective date of the grant, which is April 7, 2008.

In addition, the Compensation Committee approved the participation of Mr. Cruckshank in the Company's executive life insurance program with a \$750,000 face value policy, the use of a Company automobile on terms and conditions comparable to those applicable to use of automobiles by other senior officers of the Company, and entry into the Company's standard form of indemnification agreement.

Finally, with the approval of the Compensation Committee, on April 10, 2008 Mr. Cruckshank entered into a Change of Control Agreement with the Company, which provides that if the Company terminates his employment within 24 months following a Change of Control other than for Cause or Disability or Mr. Cruckshank terminates his employment for Good Reason, the Company will pay to Mr. Cruckshank an amount equal to one and one-half times his Base Salary and Average Bonus (as such capitalized terms are defined in the Change of Control Agreement). In addition, all unvested stock options and restricted stock grants will become fully vested and exercisable, and the Company will continue to provide employee benefits for a period of one and one-half years.

The above description of the terms of the Change of Control Agreement is qualified in its entirety by the actual language of the Change of Control Agreement, a copy of which is attached as Exhibit 10.1 to this Form 8-K. The above description does not constitute an acknowledgement by the Company of materiality of the Change of Control Agreement or any provision thereof.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

| Exhibit No. | Description |
|-------------|---|
| 10.1 | Change of Control Agreement between the Company and James W. Cruckshank dated as of April 10, 2008. |

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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.

THE GREENBRIER COMPANIES, INC.

Date: April 11, 2008

By: /s/ Mark J. Rittenbaum
Mark J. Rittenbaum,
Executive Vice President, Treasurer and
Chief Financial Officer
(Principal Financial and Accounting
Officer)