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ARMOR HOLDINGS INC
Form 8-K
June 25, 2004

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) June 21, 2004

Armor Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-18863

59-3392443

(State or other jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

1400 Marsh Landing Parkway, Suite 112, Jacksonville, Florida

32250

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (904) 741-5400

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

Item 5. Other Events

The Company has determined that, in connection with its proposed amendment to increase, by 4,000,000 shares, the total number of shares of common stock that may be awarded under the 2002 Stock Incentive Plan, the Company will not issue more than 2,000,000 of the 4,000,000 additional shares of common stock that may be awarded under its 2002 Stock Incentive Plan, as proposed to be amended, without further shareholder approval.

The Company has further determined that Nicholas Sokolow, a director of the Company, and the law firm of which he is a partner will not receive any compensation from and after the date hereof so long as Mr. Sokolow is a member of the Compensation Committee and/or the Nominating/Corporate Governance

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Committee of the Board of Directors of the Company, other than compensation paid to Mr. Sokolow directly, solely in his capacity as a director of the Company, and that the Company does not intend at this time to retain the services of the law firm of which Mr. Sokolow is a partner from and after the date hereof so long as Mr. Sokolow is a member of the Compensation Committee and/or the Nominating/Corporate Governance Committee of the Board of Directors of the Company.

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.

Dated: June 21, 2004

ARMOR HOLDINGS, INC.

By /s/ Phil Baratelli

Name: Phil Baratelli

Title: Corporate Controller and Treasurer