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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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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

In connection with the June 25, 2018 departure from Nanometrics of Johnathan H. Chou, Nanometrics' former Chief Financial Officer, on July 11, 2018, Nanometrics and Mr. Chou entered into a separation and release agreement. Pursuant to the separation and release agreement, Nanometrics agreed to pay Mr. Chou a severance payment of \$150,000.00 and to pay COBRA premiums for Mr. Chou and his covered dependents until June 30, 2019. These severance arrangements supersede Mr. Chou's general severance benefits and change in control severance benefits agreement.

SIGNATURE

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.

Nanometrics Incorporated

Dated: July 19, 2018 By: /s/ Janet Taylor  
Janet Taylor  
General Counsel