

Dorman Products, Inc.  
Form 8-K  
March 15, 2012

**UNITED STATES**  
**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): March 15, 2012

**DORMAN PRODUCTS, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction

of incorporation)

**000-18914**  
(Commission

File Number)

**23-2078856**  
(I.R.S. Employer

Identification No.)

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**3400 East Walnut Street, Colmar, Pennsylvania**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (215) 997-1800**

**18915**  
**(Zip Code)**

**N/A**

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

Check the appropriate box below if the Form 8-K filing is intended to 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))

**Item 8.01 Other Events**

Effective March 15, 2012, BREP I, a Pennsylvania limited real estate partnership, entered into a Rule 10b5-1 trading plan (the Plan) with a broker to manage the sale of up to 164,200 shares of the common stock of Dorman Products, Inc. (the Company), subject to the terms and conditions of the Plan. The Plan will expire on March 15, 2013, unless renewed, extended, or terminated before the date of expiration. The Plan allows BREP I, of which the estate of the late Richard N. Berman, the Company's former Chairman and Chief Executive Officer, is a partner, to monetize its equity position in a systematic, nondiscretionary manner with the goal of minimal market impact and compliance with regulations adopted by the Securities and Exchange Commission.

Steven L. Berman, the Company's Chairman and Chief Executive Officer, shares voting and dispositive power with certain other family members, including the estate of the late Richard N. Berman, with respect to the shares held by BREP I.

BREP I will not have control over the timing of stock sales under the Plan, thereby allowing trades to occur exempt from the blackout periods prescribed by the Company's insider trading policy. Any transactions under the Plan will be reported by the partnership through Rule 144 filings and by Steven L. Berman through Form 4 filings with the Securities and Exchange Commission, as appropriate.

The Plan is intended to satisfy the affirmative defense conditions of Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. Rule 10b5-1 allows corporate insiders to establish prearranged written stock plans. A Rule 10b5-1 plan must be entered into in good faith at a time when the insider is not aware of material, nonpublic information.

**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.

DORMAN PRODUCTS, INC.

Date: March 15, 2012

By: /s/ Matthew Kohnke  
Name: Matthew Kohnke  
Title: Chief Financial Officer