

Edgar Filing: TOTAL SYSTEM SERVICES INC - Form 8-K

TOTAL SYSTEM SERVICES INC
Form 8-K
February 03, 2005

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

February 1, 2005

Date of Report
(Date of Earliest Event Reported)

Total System Services, Inc.

(Exact Name of Registrant as Specified in its Charter)

Georgia	1-10254	58-1493818
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(State of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1600 First Avenue, Columbus, Georgia 31901

(Address of principal executive offices) (Zip Code)

(706) 649-2267

(Registrant's telephone number,
including area code)

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

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))

Item 1.01 Entry into a Material Definitive Agreement.

Effective February 1, 2005, Total System Services, Inc.

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("TSYS") made restricted stock award grants of 500 restricted shares to each of its non-employee directors pursuant to TSYS' 2002 Long-Term Incentive Plan ("Plan"), which shares will vest after three years. The restricted stock awards were evidenced by a Non-Employee Director Restricted Stock Award Agreement in the form filed as Exhibit 10.1 hereto and incorporated by reference herein, which agreement is the form of Non-Employee Director Restricted Stock Award Agreement to be used by TSYS in connection with restricted stock award grants to directors under the Plan.

Item 9.01

Financial Statements and Exhibits.

(c) Exhibits

Exhibit No. Description

10.1	Form of Non-Employee Director Restricted Stock Award Agreement for use in connection with the TSYS 2002 Long-Term Incentive Plan
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Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TOTAL SYSTEM SERVICES, INC.
("Registrant")

Dated: February 3, 2005

By: /s/ Kathleen Moates

Senior Deputy General Counsel
Kathleen Moates