

HEXCEL CORP /DE/  
Form 8-K  
January 26, 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**

**January 17, 2012**      **(December 5, 2011)**  
Date of report      (Date of earliest event  
reported)

**Hexcel Corporation**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State of Incorporation)

**1-8472**  
(Commission File No.)

**94-1109521**  
(IRS Employer Identification No.)

**Two Stamford Plaza**

**281 Tresser Boulevard**

**Stamford, Connecticut 06901-3238**

(Address of Principal Executive Offices and Zip Code)

**(203) 969-0666**

(Registrant's telephone number, including area code)

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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 simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written Communication 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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Section 5 Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Adoption of Form of Performance Based Award Agreement

On December 5, 2011, the compensation committee of our board of directors approved a form of performance based award agreement ( PBA ), effective as of January 1, 2012. The form of PBA provides that, based on our performance over a three-year performance period, a grantee can earn a threshold, target and maximum number of shares. The maximum number of shares that can be earned is 200% of target. The compensation committee determines the applicable performance measures and target award.

The above description is a summary of the PBA described herein. The form of PBA is filed as an exhibit to this Form 8-K, and the above summary is qualified in its entirety by the full PBA.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1

Form of Performance Based Award Agreement

Signature

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

January 26, 2012

HEXCEL CORPORATION

/s/ Ira J. Krakower  
Ira J. Krakower  
Senior Vice President

Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>                        |
|--------------------|---|
| 99.1               | Form of Performance Based Award Agreement |

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