

PERCEPTRON INC/MI  
Form 8-K  
August 28, 2008

**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): **August 25, 2008**

**PERCEPTRON, INC.**

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(Exact Name of Registrant as Specified in Charter)

<b>Michigan</b> (State or Other Jurisdiction of Incorporation)	<b>0-20206</b> (Commission File Number)	<b>38-2381442</b> (IRS Employer Identification No.)
47827 Halyard Drive, Plymouth, MI (Address of Principal Executive Offices)		48170-2461 (Zip Code)

Registrant's telephone number, including area code (734) 414-6100

Not Applicable

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On August 27, 2008, Perceptron, Inc. (the "Company") issued a press release announcing the Company's financial and operating results for the fourth quarter and fiscal year ended June 30, 2008. Attached hereto and incorporated by reference as Exhibit 99.1 is the press release relating to such announcement. Such information, including Exhibit 99.1 attached hereto under Item 9.01, shall not be deemed "filed" for purposes of Section 18 of the Securities Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Item 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

On August 25, 2008, the Board of Directors of the Company amended the compensation to be paid to W. Richard Marz, the non-executive Chairman of the Board, effective August 15, 2008, as follows: Mr. Marz will be paid \$100,000 as an annual retainer, in lieu of all other board and committee compensation, payable in quarterly installments of \$25,000 on September 1, December 1, March 1, and June 1.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS

C. Exhibits.

Exhibit No. Description

99.1 Press Release dated August 27, 2008 announcing the Company's financial and operating results for the fourth quarter and fiscal year ended June 30, 2008.

SIGNATURES

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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.

PERCEPTRON, INC.  
(Registrant)

Date: August 27, 2008

/s/ John H. Lowry III

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By: John H. Lowry III  
Title: Chief Financial Officer

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EXHIBIT INDEX

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<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated August 27, 2008 announcing the Company's financial results for the fourth quarter and fiscal year ended June 30, 2008

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