

NATIONAL INSTRUMENTS CORP /DE/  
Form 8-K  
April 25, 2014

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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)

April 25, 2014 (April 22, 2014)

---

National Instruments Corporation  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction of  
incorporation)

000-25426  
(Commission File Number)

74-1871327  
(IRS Employer  
Identification No.)

11500 North MoPac Expressway  
Austin, Texas 78759  
(Address of principal executive offices, including zip code)

(512) 338-9119  
(Registrant's telephone number, including area 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 simultaneously 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Adoption of Form of Restricted Stock Unit Award Agreement

On April 22, 2014, the Compensation Committee of the Board of Directors of National Instruments Corporation (“NI” or the “Company”) approved an additional form of Restricted Stock Unit Award Agreement (the “RSU Agreement”), which includes provisions related to performance based vesting, for use under the Company’s 2010 Incentive Plan. The RSU Agreement is filed as Exhibit 10.1 hereto and is incorporated herein by reference. On April 22, 2014, the Compensation Committee also approved the following grants of restricted stock units (“RSUs”) to certain of its executive officers using the RSU Agreement:

Name:	Number of RSUs:
Alex Davern	15,000
Eric Starkloff	15,000
Scott Rust	5,000

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

10.1 Form of Restricted Stock Unit Award Agreement (Performance Vesting)

SIGNATURES

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.

NATIONAL INSTRUMENTS CORPORATION

By: /s/ DAVID G. HUGLEY  
David G. Hugley  
Vice President & General Counsel; Secretary

Date: April 25, 2014

EXHIBIT INDEX

Exhibit No. Description

10.1 Form of Restricted Stock Unit Award Agreement (Performance Vesting)