

UNIVERSAL HEALTH SERVICES INC

Form 8-K

March 17, 2010

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 11, 2010

UNIVERSAL HEALTH SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-10765
(Commission

File Number)

23-2077891
(IRS Employer

Identification No.)

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Universal Corporate Center

367 South Gulph Road

King of Prussia, Pennsylvania
(Address of principal executive offices)

Registrant's telephone number, including area code: (610) 768-3300

19406
(Zip Code)

Not Applicable

(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.

2009 Annual Incentive Bonuses:

On March 11, 2010, the Compensation Committee (the Committee) of the Board of Directors of Universal Health Services, Inc. (the Company) certified the level of attainment of the 2009 performance goals under the Universal Health Services, Inc. Executive Incentive Plan (the Plan) and authorized the payment of an annual incentive bonus to the Executive Officers, as indicated below.

Name	Title	Annual Incentive Bonus for 2009	% of 2009 Annual Base Salary
Alan B. Miller	Chief Executive Officer		
	and Chairman of the Board	\$ 3,375,130	250%
Marc D. Miller	President	\$ 537,520	125%
Steve G. Filton	Senior Vice President and Chief Financial Officer	\$ 531,270	125%
Debra K. Osteen	Senior Vice President	\$ 451,580	106%
Michael Marquez	Senior Vice President	\$ 504,710	106%

Consistent with previous years, the amounts of the annual incentive bonuses for Messrs. Alan B. Miller and Filton were derived as a percentage of their annual salaries based on the achievement of corporate performance criteria. The annual incentive bonus for Mr. Marc D. Miller was also derived as a percentage of his annual salary based upon the achievement of the corporate performance criteria to reflect his promotion to President of the Company. Consistent with previous years, the amounts of the annual incentive bonuses for Ms. Osteen and Mr. Marquez were derived as a percentage of their annual salaries based on the achievement of divisional and corporate performance criteria.

2010 Annual Cash Bonus Performance Goals

On March 11, 2010, the Committee approved specific bonus formulae for the determination of annual incentive compensation for the Company's executive officers pursuant to the Plan for the year ending December 31, 2010. Under the formulae approved by the Committee, each of the Company's executive officers was assigned a percentage of such executive officer's 2010 base salary as a target bonus. The target bonus award indicated below for Mr. Alan B. Miller is stipulated in his employment agreement dated December 27, 2007. The following table shows each executive officer's target bonus as a percentage of his or her base salary for 2010. The 2010 target awards for each individual are unchanged from the 2009 target awards.

Name	Title	Target Award
Alan B. Miller	Chief Executive Officer and	
	Chairman of the Board	100%
Marc D. Miller	President	50%
Steve G. Filton	Senior Vice President and	
	Chief Financial Officer	50%
Debra K. Osteen	Senior Vice President	50%
Michael Marquez	Senior Vice President	50%

Pursuant to the Plan and the formulae approved by the Committee, each executive officer will be entitled to receive between 0% and 250% of that executive officer's target bonus based, either entirely or in part, on the Company's achievement of a combination of: (i) a specified range of target levels of earnings per share from continuing operations (as defined in our Proxy Statement), and; (ii) a specified range of target levels of return on capital (net income divided by quarterly average net capital) for the year ending December 31, 2010. In addition, with respect to Ms. Osteen and Mr. Marquez, 25% of their annual incentive bonus for 2010 will be determined using the corporate performance criteria described above and the remaining 75% will be determined using divisional performance criteria based on achievement of specified income

targets.

As previously announced, Mr. Marc D. Miller was appointed President of the Company in May, 2009. On March 17, 2010, in consideration of the increased responsibilities associated with his duties as President, as well as the fact that Mr. Miller's salary was not increased at the time of, or subsequent to, his appointment to President, the Committee approved a 15% salary increase to \$495,000 per year from \$430,000 per year.

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.

UNIVERSAL HEALTH SERVICES, INC.

Date: March 17, 2010

By: /s/ ALAN B. MILLER
Name: **Alan B. Miller**
Title: **Chief Executive Officer**

By: /s/ STEVE FILTON
Name: **Steve Filton**
Title: **Senior Vice President and Chief Financial Officer**