

EMCORE CORP  
Form 8-K  
February 02, 2006

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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 31, 2006**

*Date of Report (Date of earliest event reported)*

**EMCORE CORPORATION**

*Exact name of registrant as specified in its charter*

|                               |                               |  |
|-------------------------------|-------------------------------|--|
| <b><u>New Jersey</u></b>      | <b><u>0-22175</u></b>         | <b><u>22-2746503</u></b>                   |
| <i>State of Incorporation</i> | <i>Commission File Number</i> | <i>IRS Employer Identification<br/>No.</i> |

**145 Belmont Drive, Somerset, New Jersey, 08873**

*Address of principal executive offices, including Zip Code*

**(732) 271-9090**

*Registrant's telephone number, including area code*

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))
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**Item 1.01. Entry Into a Material Definitive Agreement.**

On January 31, 2006, the Compensation Committee of the Board of Directors of EMCORE Corporation ("Registrant") amended the 2000 Stock Option Plan to prohibit, absent shareholder approval, repricing and reload grants.

A copy of the Amended and Restated 2000 Stock Option Plan is attached as Exhibit 10.1 to this Current Report, and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(c) Exhibits**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>  |
|---------------------------|--|
| <u>10.1</u>               | 2000 Stock Option Plan, as amended and restated on January 31, 2006. |

**SIGNATURE**

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.

**EMCORE  
CORPORATION**

By: /s/ Thomas G. Werthan

Thomas G. Werthan  
Chief Financial Officer

Dated: February 2, 2006

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**EXHIBIT INDEX**

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