

TRAVELZOO INC  
Form 8-K  
September 02, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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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): September 1, 2009

## Travelzoo Inc.

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other

Jurisdiction of  
Incorporation)

**000-50171**  
(Commission

File Number)

**36-4415727**  
(I.R.S. Employer

Identification Number)

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**590 Madison Avenue, 37th Floor**

**New York, New York**  
(Address of Principal Executive Offices)

**10022**  
(Zip Code)

Registrant's telephone number, including area code:

**(212) 484-4900**

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

(e) On September 1, 2009, Travelzoo Inc. (the “Company”) entered into an Amended and Restated Employment Agreement with its Chief Information Officer, Max Rayner (the “Amended Employment Agreement”). Under the terms of the Amended Employment Agreement, Mr. Rayner will receive the new title of Chief Technology Officer and an increase in his annual base salary from \$450,000 to \$517,500.

Additionally, pursuant to the terms of Mr. Rayner’s previous employment agreement with the Company, Mr. Rayner had the option of resigning for Good Reason (as defined in his previous employment agreement). In consideration for Mr. Rayner agreeing not to resign and exercise his severance rights in connection therewith, the Amended Employment Agreement provides that the Company will pay Mr. Rayner, in a lump sum, \$450,000, less applicable taxes and withholdings, on September 9, 2009.

The foregoing description of the Amended Employment Agreement is qualified in its entirety by reference to the full text of the agreement, which is filed as an exhibit to this Current Report on Form 8-K and is incorporated by reference herein.

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

See Exhibit Index.

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**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.

TRAVELZOO INC.

Date: September 2, 2009

By: /s/ Wayne Lee  
Wayne Lee  
Chief Financial Officer

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description of Exhibit</u></b>
10.1	Amended and Restated Employment Agreement between Travelzoo Inc. and Max Rayner, dated September 1, 2009.