

Edgar Filing: RPC INC - Form 8-K

RPC INC
Form 8-K
January 31, 2005

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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

Date of Report (Date of earliest event reported): January 31, 2005

RPC, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------------------------|--------------------------|--------------------------------------|
| Delaware | 1-8726 | 58-1550825 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

2170 Piedmont Road, NE, Atlanta, Georgia 30324
(Address of principal executive office) (zip code)

Registrant's telephone number, including area code: (404) 321-2140

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 1.01. Entry into a Material Definitive Agreement

On January 25, 2005, Mr. Bill J. Dismuke was named to the Board of Directors of the Registrant and will be compensated on the same basis as the other directors. See item 5.02 below, which is hereby incorporated by reference.

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Item 5.02. Departure of Director or Principal Officers; Election of Directors; Appointment of Principal Officers.

Election of Director

On January 25, 2005, the Board of Directors of the registrant approved adding Bill J. Dismuke as a Class III Director effective January 25, 2005, subject to his acceptance.

Mr. Dismuke, 68, is the retired President of Edwards Baking Company. Mr. Dismuke serves as a director of Rollins, Inc., a position he has held since 1984, and was recently appointed as a director of Marine Products Corporation. Mr. Dismuke has not been appointed to any committee of the Board of Directors.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit 99 - Press release dated January 31, 2005.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, RPC, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RPC, Inc.

Date: January 31, 2005

/s/ BEN M. PALMER

Ben M. Palmer
Vice President,
Chief Financial Officer and
Treasurer