

ART TECHNOLOGY GROUP INC

Form 8-K

July 25, 2005

**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): July 19, 2005**

**ART TECHNOLOGY GROUP, INC.**

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

000-26679  
(Commission  
File Number)

04-3141918  
(IRS Employer  
Identification No.)

25 First Street, Cambridge, Massachusetts  
(Address of Principal Executive Offices)

02141  
(Zip Code)

Registrant's telephone number, including area code: (617) 386-1000

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 July 19, 2005, our board of directors adopted our non-employee director compensation plan. Pursuant to the plan,

we pay an annual retainer of \$12,500 to our non-employee directors; \$2,500 of which is paid in the form of restricted stock;

we pay additional payments of \$1,500 for each in-person meeting of the board attended by non-employee directors and \$1,000 for each in person meeting of a committee of the board attended by non-employee directors and \$500 for each teleconference meeting of the board or a committee of the board attended by non-employee directors;

in order to compensate committee chairpersons for the additional work imposed by these roles, we provide an additional retainer of \$1,875 per full fiscal quarter to each non-employee committee chairperson; and

on an annual basis we grant each of our continuing non-employee directors an option to purchase 25,000 shares of common stock which vests quarterly over one year.

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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.

**ART TECHNOLOGY GROUP, INC.**

Date: July 22, 2005

By: /s/ Robert D. Burke  
Robert D. Burke  
President and Chief Executive Officer

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