

CHS INC  
Form 8-K  
September 03, 2013

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): September 1, 2013

CHS Inc.

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(Exact name of registrant as specified in its charter)

|   |                             |   |
|---|-----------------------------|---|
| Minnesota   | 0-50150                     | 41-0251095                              |
| <hr/>   | <hr/>                       | <hr/>                                   |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |

|   |            |
|---|------------|
| 5500 Cenex Drive, Inver Grove<br>Heights, Minnesota | 55077      |
| <hr/>   | <hr/>      |
| (Address of principal executive offices)            | (Zip Code) |

Registrant's telephone number, including area code: 651-355-6000  
Not Applicable

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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:

- 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.
- (e) Material Compensatory Plans.

The Board of Directors of CHS Inc. (the “Company”) adopted resolutions (the “Resolutions”), which became effective on September 1, 2013, amending the terms of the Company's Long-Term Incentive Plan (the “LTIP”) to provide that, beginning with the 2012 - 2014 plan period, (i) the Company must meet a three-year period threshold level of return on adjusted equity (“ROAE”), rather than return on equity, for the LTIP to trigger a payout, (ii) the threshold, target and maximum ROAE goals will be 8%, 10%, and 14%, respectively, and (iii) an additional award for superior 20% ROAE performance will be added.

The foregoing description of the Resolutions is a summary only and is qualified in its entirety by reference to the full text of the Resolutions, which are attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1 Resolutions Amending the Long-Term Incentive Plan

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.

CHS Inc.

September 3, 2013

By: /s/ Timothy Skidmore

Name: Timothy Skidmore  
Title: Executive Vice President and Chief  
Financial Officer