

ENDOCARE INC  
Form 8-K  
March 01, 2006

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**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): February 23, 2006**

**ENDOCARE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation)

**001-15063**

(Commission  
File Number)

**33-0618093**

(I.R.S. Employer  
Identification Number)

**201 Technology Drive**

**Irvine, California 92618**

(Address of Principal Executive Offices, including zip code)

**(949) 450-5400**

(Registrant's telephone number, including area code)

**N/A**

(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 (*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 February 23, 2006, our board of directors modified our director compensation practices so that non-employee members of any special committees of the board would receive the same meeting fees (\$1,000 for each in person meeting and \$500 for each telephonic meeting) as apply to meetings of the full board and the board's three standing committees (*i.e.*, audit committee, compensation committee and nominating and corporate governance committee). On this basis, the board approved the payment of meeting fees retroactively to non-employee members of the special committee of the board established in September 2005 in connection with the sale of Timm Medical Technologies, Inc., our former wholly-owned subsidiary. The special committee consisted of Craig T. Davenport, David L. Goldsmith, Eric S. Kentor and Terrence A. Noonan. The meeting fees for each non-employee member of the special committee amount to \$2,500 in the aggregate.

Filed as Exhibit 10.1 to this report and incorporated by reference herein is a description of our director compensation, as amended on February 23, 2006.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

10.1 Description of director compensation, as amended on February 23, 2006.

**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.

**ENDOCARE, INC.**

March 1, 2006

By: /s/ Michael R. Rodriguez  
Michael R. Rodriguez  
Senior Vice President, Finance  
and Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit No.**

**Description**

10.1 Description of director compensation, as amended on February 23, 2006.