

**NOTE: THIS FORM WAS NOT FILED WITH THE  
UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

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**FORM 8-K**

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**CURRENT REPORT PURSUANT TO THE INDENTURE,  
dated as of October 4, 2005,  
among Brookstone, Inc., a Delaware corporation,  
Brookstone Company, Inc., a New Hampshire corporation, the  
Guarantors (as defined therein) and Wells Fargo Bank, N.A. as Trustee.**

**Date of report (Date of earliest event reported): April 18, 2006**

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**BROOKSTONE, INC.**

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**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**06-1182895**  
(IRS Employer  
Identification No.)

**ONE INNOVATION WAY, MERRIMACK, NH**  
(Address of principal executive offices)

**03054**  
(Zip Code)

**Telephone number, including area code 603-880-9500.**

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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 April 19, 2006, Brookstone, Inc. (“Brookstone” or the “Company”) and Louis Mancini, entered into an employment agreement (the “Employment Agreement”) under which Mr. Mancini has agreed to serve as Brookstone’s President and Chief Executive Officer and as a director. The Employment Agreement provides for a three year term commencing on April 19, 2006, subject to automatic one-year renewals, unless terminated by either party. Under the Employment Agreement, Mr. Mancini will receive an annual base salary of \$650,000, which is subject to annual upwards adjustment based upon increases in the Consumer Price Index - US City Average during the preceding year. In addition to his annual base salary, in the event that the Company’s meets or exceeds a minimum EBITDA (as defined in the Employment Agreement) target specified in the Employment Agreement with respect to a fiscal year, Mr. Mancini will be entitled to receive a cash bonus equal to the sum of the following: (i) 33% of his base salary, plus (ii) 2.21% of the amount by which the Company’s EBITDA for such fiscal year exceeds the minimum targeted EBITDA for such fiscal year, plus (iii) 1.04% of the amount, if any, by which the Company’s EBITDA for such fiscal year exceeds the sum of the minimum targeted EBITDA for such fiscal year and \$5 million, (iv) 3.25% of the amount, if any, by which the Company’s EBITDA for such fiscal year exceeds the sum of the minimum targeted EBITDA for such fiscal year and \$15 million. If Mr. Mancini’s employment is terminated by Brookstone other than for cause or upon Change in Control (as defined therein) in which Mr. Mancini is given the opportunity to dispose of all of the equity he then holds in Brookstone’s parent holding companies, OSIM Brookstone Holdings, L.P. and OSIM Brookstone Holdings, Inc. (“OBH Inc.”) upon the same terms and conditions as the other equityholders of such entities, or is terminated by Mr. Mancini for good reason (as defined in the Employment Agreement), Mr. Mancini will be entitled to receive his base salary and benefits for an 18-month period from the date of termination. In addition, the Employment Agreement contains noncompetition, nonsolicitation and nondisparagement provisions during the term thereof and for specified periods thereafter.

The preceding description is summary in nature and does not purport to be complete.

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

(b) Departure of Directors or Principal Officers

On April 18, 2006, the Company issued a press release (the “Press Release”) announcing that Mr. Michael Anthony, Brookstone’s President and Chief Executive Officer and a director of Brookstone Company, Inc. had left Brookstone and would pursue other interests. A copy of the Press Release is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

(c) Appointment of Principal Officers

As announced by the Company in the Press Release, Mr. Louis Mancini has been appointed as Brookstone’s President and Chief Executive Officer. The material terms of Mr. Mancini’s employment agreement are summarized in Item 1.01 of this Report on Form 8-K.

From December 2005 through April 2006, Mr. Mancini, 60, was the Executive Vice President, Northern Region, of CSK Auto Corporation. From January 2005 through December 2005, Mr. Mancini was the President and Chief Executive Officer of Murray’s Inc., an automotive parts and accessories retailer, which was acquired by CSK in December 2005. From 1977 through 1998 and from February 2003 through November 2004, Mr. Mancini held various positions with General Nutrition Centers, Inc., a leading global specialty retailer of nutritional supplements, and its subsidiaries, most recently as its President and Chief Executive Officer. Mr. Mancini was President and Chief Executive Officer of Nutraceuticals Enterprises, LLC from March 2000 through February 2003. He was Chief Executive Officer of Omni Nutraceuticals from April 1999 through March 2000 and was its President and Chief Operating Officer from October 1998 through April 1999.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

<u>Exhibit</u>	<u>Description</u>
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99.1	Press Release, dated April 18, 2006.
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**SIGNATURE**

The Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

April 24, 2006

**By:**

**/s/ Louis Mancini**

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Louis Mancini  
President and Chief Executive Officer

**FOR IMMEDIATE RELEASE**

**Media Contact:**

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**Brookstone Names Lou Mancini as CEO**

*GNC veteran brings over 25 years of specialty retailing experience*

**MERRIMACK, N.H., April 18, 2006** – Brookstone, Inc. today announced that it has named Lou Mancini as CEO. In that position, he succeeds Michael Anthony, who has left Brookstone and will pursue other interests.

Ron Sim, Chairman of Brookstone and CEO of OSIM International, which acquired Brookstone as part of the new ownership group in October 2005, said, “Lou Mancini is a seasoned CEO with over 25 years of experience in managing specialty retailing companies, including the most dynamic growth phase of General Nutrition Centers, one of the most successful specialty retailers of the 1990s. As CEO of Murray’s Auto Discount Stores, he made a dramatic impact on the company’s operations and financial performance. In a little more than a year there, he successfully addressed competitive and operating issues, including store profitability.”

Mr. Sim added, “Lou brings management strength and a new perspective on retail store management to Brookstone. He will provide the company with strong leadership as we work as a team to realize the full value of the Brookstone brand. We believe that we already have the infrastructure and product culture necessary to take it to the next level. At this point, the primary need – as well as opportunity – is to increase productivity in the retail stores. That will be Lou’s mandate.”

Lou Mancini said, “Brookstone is a dynamic specialty retailing company. With OSIM’s support, its truly innovative products, and its proven product development capabilities, I believe that we can increase the productivity of our 304 retail stores while continuing to expand market share through our catalog and Internet channels. I look forward to working with a talented management team to help take the company to a new level of performance.”

Brookstone’s ownership group is led by OSIM International, a Singapore-listed healthy lifestyle products company, and includes JW Childs Associates, LP, a Boston-based private equity firm, and Temasek Holdings (Private) Limited, a Singapore-based investment company.

## **About Brookstone, Inc.**

Brookstone, Inc. is an innovative product development and specialty lifestyle retail company that operates 304 Brookstone Brand stores nationwide and in Puerto Rico. Typically located in high-traffic regional shopping malls and airports, the stores feature unique and innovative consumer products. Brookstone also operates a Direct Marketing business that includes the Brookstone and Hard to Find Tools catalogs and an e-commerce website at [www.brookstone.com/](http://www.brookstone.com/).

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Statements in this release which are not historical facts, including statements about the Company's confidence or expectations, earnings, anticipated operations of its e-commerce sites and those of third-party service providers, and other statements about the Company's operational outlook are forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 ("Reform Act") and are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in such forward-looking statements. Such risks and uncertainties include, without limitation, risks of changing market conditions in the overall economy and the retail industry, consumer demand, the effectiveness of e-commerce technology and marketing efforts, availability of products, availability of adequate transportation of such products, and other factors. Words such as "estimate", "project", "plan", "believe", "feel", "anticipate", "assume", "may", "will", "should" and similar words and phrases may identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date thereof. The Company undertakes no obligations to publicly release any revisions to these forward-looking statements or reflect events or circumstances after the date hereof.