

Note: This form was not filed with the  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

**FORM 8-K**

**[X] CURRENT REPORT PURSUANT TO THE INDENTURE, DATED AS OF  
OCTOBER 4, 2005 AMONG BROOKSTONE, INC., A DELAWARE  
CORPORATION, BROOKSTONE COMPANY, INC., THE GUARANTORS (AS  
DEFINED THEREIN) AND WELLS FARGO BANK, N.A., AS TRUSTEE**

Date of report (Date of earliest event reported): July 10, 2007

**BROOKSTONE, INC.**

(Exact name of registrant as specified in its charter)

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.

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))
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**Item 5.02 Departure of Directors or Certain officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On July 10, 2007, Margaret Lui resigned as a director of Brookstone, Inc. (the “Company”).

(d) On July 10, 2007, Yap Chwee Mein was appointed as a director of the Company, and she has been named to the Audit and Compensation Committees of the Board of Directors. In accordance with the shareholders agreement of OSIM Brookstone Holdings, Inc., the general partner of the Company's indirect sole shareholder, OSIM Brookstone Holdings, L.P., Yap Chwee Mein's appointment was made at the direction of Temasek Capital (Private) Limited in order to fill the vacancy created by Margaret Lui's resignation.

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**SIGNATURE**

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.

July 13, 2007

***By: /s/ Philip W. Roizin***

Philip W. Roizin  
Executive Vice President, Finance  
and Administration,  
Treasurer and Secretary  
(Principal Financial Officer and duly  
authorized to sign on behalf of registrant)