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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): February 19, 2009

**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.**

On February 24, 2009, Brookstone, Inc. (the “Company”) issued a press release (the “Press Release”) announcing that it had entered into a Succession Agreement with Louis Mancini, the Company’s President and Chief Executive Officer and a member of its Board of Directors, and that Mr. Mancini would be stepping down from his positions with the Company effective March 4, 2009. A copy of the Press Release is attached as Exhibit 99.1 and is incorporated by reference herein.

In accordance with the terms of the Succession Agreement executed on February 19, 2009, the Employment Agreement between the Company and Mr. Mancini, dated April 18, 2006, was terminated along with all rights Mr. Mancini maintained under the Employment Agreement to receive his base salary, bonus and benefits following the termination of employment. Under the Succession Agreement, Mr. Mancini will receive a lump sum payment of \$600,000 upon the termination of his employment. He is also entitled to receive, during the twelve months following the termination of his employment with the Company, up to \$75,000 for costs associated with moving to a new residence, as well as up to an additional \$75,000 for any equity loss incurred upon the sale of his New Hampshire residence. Further, upon termination of his employment, Mr. Mancini’s Restricted Time Interest Class B Award shares in the Company’s indirect sole shareholder, OSIM Brookstone Holdings, L.P. (“OBH LP”), shall be deemed to have fully vested, and his Restricted IRR Interest Class B Award shares shall be allowed to continue vesting. In addition, the Succession Agreement contains noncompetition, nonsolicitation, nondisparagement and protection of confidential information provisions.

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

The Press Release also announced that, effective upon Mr. Mancini’s departure, Philip W. Roizin, the Company’s Executive Vice President, Finance and Administration, would serve as interim President and CEO and as a director of the company. Mr. Roizin’s appointment to the Board of Directors was made pursuant to the shareholders agreement of OBH LP’s general partner, OSIM Brookstone Holdings, Inc. (“OBH GP”), in order to fill the vacancy created by Mr. Mancini’s resignation. Pursuant to the shareholders agreement, Mr. Roizin will serve as a member of the Board’s Executive Committee.

Mr. Roizin, 50, has been the Company’s Executive Vice President, Finance and Administration since December 1996. From May 1995 to December 1996, Mr. Roizin served as Chief Financial Officer of The Franklin Mint. From July 1989 to May 1995, he held various senior positions with Dole Food Company, including Vice President/General Manager of Dole Beverages and Vice President of Strategic Services. From 1985 to 1989, Mr. Roizin served as a consultant for Bain & Co., a management consulting firm.

On February 23, 2009, the Company and Mr. Roizin entered into an Amendment (the “Amendment”) to his Employment Agreement dated October 4, 2005 (the “Employment Agreement”), under which Mr. Roizin has agreed to serve in his new positions. The Amendment will remain in effect until the expiration of twelve (12) months or the appointment of a successor, whichever occurs first. Under the Amendment, Mr. Roizin’s annual base salary will be increased from \$400,000 to \$450,000. The method for determining Mr. Roizin’s cash bonus for a fiscal year has also been modified. If the Company achieves certain financial and operating targets for the fiscal year established by the Board of Directors, Mr. Roizin’s bonus will be equal to 50% of his new base salary and will increase linearly to a maximum of 100% of his new base salary as

the targets are exceeded. If the Company achieves certain minimum levels of financial and operating performance below the targets, Mr. Roizin is entitled to receive a bonus equal to 25% of his new base salary (or 50% of his target bonus). Upon termination of the Amendment, Mr. Roizin's employment will resume under the terms and conditions of the Employment Agreement, with the exception that he will be entitled to the new base salary and the target and maximum bonus set forth above for at least a period of twelve (12) months from the Amendment's effective date. All other material provisions of Mr. Roizin's Employment Agreement remain in full force and effect.

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

Thomas F. Moynihan, 54, was appointed as the Company's Vice President, Finance effective upon Mr. Roizin's appointment as interim President and CEO. Mr. Moynihan has been with the Company in various senior positions since 1994, serving as the Company's Operational Vice President, Finance since 2001. From 1978 until 1994, he served in numerous capacities in the planning and accounting departments at Filene's, a division of May Department Stores Company.

If the Company achieves or exceeds certain financial and operating targets for the fiscal year established by the Board of Directors, Mr. Moynihan will be entitled to receive a cash bonus ranging from \$75,000 to a maximum of \$150,000 as the targets are exceeded. If the Company achieves certain minimum levels of financial and operating performance below the targets, Mr. Moynihan is entitled to receive a bonus equal to \$37,500 (or 50% of his target bonus).

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 February 24, 2009 Press Release

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**SIGNATURE**

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

February 25, 2009

***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)

## **Brookstone Announces CEO and Chairman Succession**

- **Executive Vice President Philip W. Roizin to Serve as Interim President and CEO**
- **Director Jackson Tai Appointed Chairman of the Board**

**MERRIMACK, N.H., February 24, 2008** – Brookstone, Inc. today announced that it has entered into a Succession Agreement with Louis Mancini, its President and CEO and a member of the company’s Board of Directors. The Agreement will be effective March 4, 2009, and Mr. Mancini will be stepping down from his positions with the company on the same date. Mr. Mancini joined Brookstone in 2006 after a successful tenure as CEO of Murray’s Discount Auto Stores, Inc.

Effective upon Mr. Mancini’s departure, Philip W. Roizin will serve as interim President and CEO and as a director of the company. Mr. Roizin, 50, has served as Brookstone’s Executive Vice President, Finance and Administration since December 1996. Prior to joining Brookstone, Mr. Roizin was the Chief Financial Officer of The Franklin Mint and previously held various senior positions with Dole Food Company, including Vice President/General Manager of Dole Beverages and Vice President of Strategic Services. Mr. Roizin also served as a consultant for Bain & Co.

Jackson Tai, 58, has been appointed as Chairman of the company’s Board of Directors, succeeding Ron Sim who will remain as a director. Mr. Tai, who has been a director of the company since August 2008, was Vice Chairman and CEO of DBS Group Holdings until 2008. Prior to his eight years of service with DBS in Singapore, he served 25 years with J.P. Morgan & Co. as a managing director in the Investment Banking Division, holding management positions in New York, Tokyo and San Francisco. Mr. Tai is a director of MasterCard Incorporated and CapitalLand and serves as a member of the ING Groep NV Supervisory Board.

Mr. Sim, who served as Brookstone Chairman since the 2005 acquisition of the Company by OSIM International Ltd, JW Childs Associates, LP, and Temasek Holdings Limited, said he would devote himself to the challenges and opportunities in Asia. Mr. Sim is founder, Chairman and CEO of OSIM International.

William Watts, an Operating Partner of JW Childs Associates and a director of the Company since the 2005 acquisition, said, “Brookstone has been fortunate to have Lou’s leadership over the last three years. He assumed leadership at a critical juncture and successfully implemented numerous operational initiatives that had an immediate impact on the Company and its bottom line. We thank Lou for his many contributions to Brookstone and wish him well in his future endeavors.”

Mr. Sim stated, “The Board of Directors is looking forward to working with Philip in his new role. For more than twelve years, Philip has been intimately involved in virtually every aspect of the company’s business and has been a key driver of the Company’s development and growth. He will bring his wealth of experience to help the company meet the challenges presented by the current retail environment.”

Mr. Sim added, "A search is underway for a permanent CEO, and Philip is a candidate for the position."

"Everyone at Brookstone is deeply committed to product excellence and the first-rate service our customers have come to expect from us," said Roizin. "While we are proud of our strong Brookstone brand, we recognize that present conditions do not permit us the luxury of resting on our past accomplishments. We must ensure that we are nimble and competitive in providing our customers with innovative products and quality service."

### **About Brookstone, Inc.**

Brookstone, Inc. is an innovative product development and specialty lifestyle retail company that operates 310 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. The Company also operates a Direct Marketing business that includes the Brookstone catalog and an e-commerce website at <http://www.brookstone.com>.

### **Forward Looking Statements**

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 detailed from time to time in the Company's annual and other reports posted to the Company's website. 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.

Contact:

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