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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): October 15, 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 October 15, 2009, Brookstone, Inc. (“Brookstone” or the “Company”) issued a press release (the “Press Release”) announcing that Mr. Ronald D. Boire entered into an employment agreement (the “Boire Employment Agreement”) with the Company under which Mr. Boire has agreed to serve as the Company’s President and Chief Executive Officer and a member of the Board of Directors effective October 15, 2009. A copy of the Press Release is attached as Exhibit 99.1 and is incorporated by reference herein.

Under the terms of the Boire Employment Agreement, Mr. Boire will be employed by the Company for an indefinite term and will receive an annual base salary of \$700,000. Mr. Boire will receive a supplemental payment of \$125,000 in March 2010 and will be entitled to receive an additional supplemental payment of up to \$125,000 in the event that the Company’s meets or exceeds a minimum EBITDA target for the 2009 fiscal year specified in the Boire Employment Agreement. For the 2010 fiscal year and thereafter, Mr. Boire will be eligible for a bonus of up to 150% of his annual base salary, which bonus will equal 75% of his base salary if the Company achieves 100% of its performance targets for the applicable year. If Mr. Boire’s employment terminates prior to March 2011 other than for cause or as a result of his resignation, Mr. Boire will be entitled to a severance payment of \$962,500. If Mr. Boire’s employment terminates after March 2011 other than for cause or as a result of his resignation, Mr. Boire will be entitled to a lump sum payment in the amount of one year of his annual base salary plus 50% of the actual bonus that Mr. Boire earned for the year prior to the termination. The Company will reimburse Mr. Boire for reasonable living expenses for up to \$25,000 for the first six months of Mr. Boire’s employment, which is designated as up to \$10,500 for 2009 and up to \$14,500 for 2010. In addition, the Boire Employment Agreement contains noncompetition, nonsolicitation and nondisparagement provisions during the term thereof and for specified periods thereafter. Mr. Boire shall also be granted 600,000 Class E Interests under OSIM Brookstone Holdings, L.P.’s management incentive program, subject to terms and conditions set forth therein and upon Mr. Boire’s commencement of employment with the Company.

Mr. Boire served as a member of the Executive Committee of Toys “R” Us, Inc. prior to joining the Company. While at Toys “R” Us, Mr. Boire held positions as President, “R” Us Brands, and prior to this Mr. Boire served as President, Toys “R” Us, North America where he oversaw the turnaround of the U.S. Toys “R” Us stores, Toys “R” Us .com and Toys “R” Us Canada. Prior to joining Toys “R” Us, Mr. Boire held positions at Best Buy as a member of the Executive Committee and Executive Vice President, Global General Merchandise Manager. Mr. Boire also worked for Sony Electronics, Inc for seventeen years where he held various positions including President, Personal Mobile Products Company and President, Consumer Sales Company. Mr. Boire was also a member of the Executive Committee at Sony Electronics. Mr. Boire holds Masters in Business Administration Degrees from Columbia Business School and London Business School. Mr. Boire was awarded the S. David Feir International Humanitarian Award by the Anti-Defamation League in 2002. He is actively involved with the National Multiple Sclerosis Society and currently serves as Vice Chairman of the Board of Directors and Chairman of the Finance Committee.

The Press Release also announced that, Mr. Philip W. Roizin, the Company's interim President and Chief Executive Officer and a member of its Board of Directors, would be stepping down from such positions, and assuming the position as the Company's Executive Vice President and Chief Financial Officer effective October 15, 2009.

Under the terms of Mr. Roizin's employment agreement with the Company, as amended, Mr. Roizin's salary and bonus will remain at current levels through March 4, 2010, following which his salary and bonus will revert back to the terms of his employment agreement as in effect prior to his appointment as interim President and Chief Executive Officer.

The preceding descriptions are summary in nature and does not purport to be complete.

On October 15, 2009, Nigel Roger Thomas Jones and Khor Peng Soon resigned from the Company's board of directors.

## **Item 9.01 Financial Statements and Exhibits**

### (d) Exhibits

#### 99.1 October 15, 2009 Press Release

## SIGNATURES

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

BROOKSTONE, INC.

Date: October 20, 2009

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

Executive Vice President and Chief Financial  
Officer

**Brookstone Appoints Ron Boire President and CEO**

MERRIMACK, N.H., October 15, 2009 – Brookstone, Inc. today announced the appointment of Ronald D. Boire as President and Chief Executive Officer. Boire, 48, most recently served as President North America and Corporate Executive Vice President for Toys “R” Us. Boire will also join the Brookstone Board of Directors.

Philip Roizin, 50, who has been Interim President and Chief Executive officer since February, resumes his responsibilities as Executive Vice President, Finance and Administration, and Chief Financial Officer, a position he previously held since 1996.

“We’re thrilled that a talented retailer like Ron Boire has joined Brookstone as CEO,” said Jackson Tai, Chairman of the Board of Directors. “Ron brings 27 years of extensive product development, merchant and retailing experience to our innovation-led company. He has a track record of turning around businesses, re-focusing brands, and developing products that customers want. Our principal investors, Osim International, J.W. Childs Associates, and Temasek, are excited that Ron’s leadership will strengthen the Brookstone specialty lifestyle brand and our commitment to first-rate customer service.”

“Brookstone products are truly unique in the world of specialty retailing,” said Boire. “Our stores provide a fun, interactive shopping experience in over 300 shopping mall locations. I look forward to working with our dedicated colleagues who have built a distinctive, multi-channel franchise over a 45 year-history. We have a tremendous opportunity to strengthen our retailing leadership and grow by redoubling our commitment to product excellence and first-rate service.”

While at Toys “R” Us, Boire held positions as President, “R” Us Brands, President, Toys “R” Us, North America, Toys “R” Us .com and Toys “R” Us Canada. Previously, Boire was a Best Buy Executive Committee member and Executive Vice President, Global General Merchandise Manager. Boire also worked for Sony Electronics, Inc. for seventeen years, during which time he was President, Personal Mobile Products Company and President, Consumer Sales Company, and a member of the Sony Electronics Executive Committee. Boire holds Masters in Business Administration degrees from Columbia Business School and London Business School.

“The Board of Directors is grateful to Philip Roizin for working tirelessly over the past eight months as Interim CEO to restructure our expense base and improve our customer service”, said Tai. “He applied 13 years of deep Company knowledge to ensure that Brookstone remained competitive and nimble in today’s challenging environment.”

## About Brookstone, Inc.

Brookstone, Inc. is an innovative product development and specialty lifestyle retail company that operates 309 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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