
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant To Section 13 Or 15d Of The
Securities Exchange Act Of 1934

Date of Report (Date of earliest event reported) July 24, 2007

INTUIT INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

000-21180
(Commission File
Number)

77-0034661
(IRS Employer
Identification No.)

2700 Coast Avenue
Mountain View, CA 94043
(Address of principal executive offices)
(zip code)

(Registrant's telephone number, including area code) (650) 944-6000

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.

Approval of Fiscal Year 2007 Bonus Awards and Fiscal 2008 Base Salaries for Senior Executives

Several of the senior executive officers of Intuit Inc. (“Intuit”) are eligible to receive an annual performance incentive payment for the fiscal year ending July 31, 2007 (“Fiscal 2007”) under Intuit’s Senior Executive Incentive Plan (“SEIP”), because the performance goals established by the Compensation and Organizational Development Committee of the Board of Directors (the “Committee”) for Fiscal 2007 were achieved. The senior executives eligible for a bonus under the SEIP are: Stephen M. Bennett, Robert B. Henske, Alexander M. Lintner, Kiran M. Patel, and Brad D. Smith. At meetings held on July 24 and July 25, 2007, the Committee determined the amounts of annual performance bonuses under the SEIP based on the Committee’s review with management of the performance of each of the eligible executive officers.

The Committee also approved the annual performance bonuses payable to our other officers and employees, including bonuses for Scott D. Cook, William V. Campbell and Richard William Ihrie, under the Intuit Inc. Performance Incentive Plan (“IPI”) for Fiscal 2007. The Fiscal 2007 bonus amounts were determined by the Committee based on its review with management of the performance of each of these individuals.

The Committee also approved the annual base salaries for Intuit’s executive officers for the next fiscal year. The following table sets forth the Fiscal 2007 bonus and the Fiscal 2008 annual base salary approved for each person designated as a “named executive officer” in our 2006 annual proxy statement, and Scott D. Cook and William V. Campbell, members of Intuit’s Board of Directors who are also employees.

| Name and Current Position | 2007 Bonus | 2008 Annual Base Salary |
|---|-------------------|--------------------------------|
| Stephen M. Bennett President and Chief Executive Officer | \$ 3,250,000 | \$ 1,100,000 |
| William V. Campbell Chairman of the Board of Directors | \$ 600,000 | \$ 500,000 |
| Scott D. Cook Chairman of the Executive Committee | \$ 400,000 | \$ 500,000 |
| Robert B. (“Brad”) Henske Former Senior Vice President, Consumer Tax Group | \$ 720,000 | \$ 600,000 |
| Richard William Ihrie Senior Vice President, Small Business Product Development | \$ 450,000 | \$ 525,000 |
| Kiran M. Patel Senior Vice President, Consumer Tax Group Acting Chief Financial Officer | \$ 683,000 | \$ 700,000 |
| Brad D. Smith Senior Vice President, Small Business Division | \$ 765,000 | \$ 600,000 |

Funding of 2007 Intuit Inc. Performance Incentive Plan

On July 24, 2007, the Committee approved funding for the payment of annual performance bonuses to employees (other than officers eligible to receive bonuses under the SEIP) under the IPI for Fiscal 2007 in

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the aggregate amount of \$101,000,000. A majority of Intuit's full time employees are eligible for annual performance bonus awards under the IPI for Fiscal 2007.

Approval of 2008 Intuit Inc. Performance Incentive Plan

On July 24, 2007, the Committee approved the Intuit Inc. Performance Incentive Plan for Fiscal 2008, a discretionary cash bonus plan. The amount of a bonus award under the IPI for fiscal 2008 will be based upon the employee's bonus target, the employee's performance during fiscal 2008, and the amount of the aggregate bonus pool that is made available for bonuses for fiscal 2008 based on overall Company performance. A copy of the IPI for fiscal 2008 is attached to this Report as Exhibit 10.01.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

10.01 Intuit Inc. Performance Incentive Plan for Fiscal Year 2008

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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.

Intuit Inc.

Date: July 30, 2007

By: /s/ LAURAA. FENNELL

Laura A. Fennell

Senior Vice President, General Counsel

and Corporate Secretary

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
| 10.01 | Intuit Inc. Performance Incentive Plan for Fiscal Year 2008 |

**INTUIT INC. PERFORMANCE INCENTIVE PLAN
FOR FISCAL YEAR 2008**

1. **Overview:** Intuit Inc.'s Performance Incentive Plan (IPI) is a program under which Intuit Inc. ("Intuit") pays discretionary cash bonus awards to select employees located in the United States of America. Bonus awards under the IPI are paid annually. The amount of a bonus award is based upon the employee's bonus target and performance during the fiscal year and the bonus pool made available for payments under the IPI for the applicable fiscal year. The IPI is intended to provide employees with "performance-based compensation" within the meaning of Section 409A of the Internal Revenue Code ("Code").
 2. **Purposes:** The IPI is a component of Intuit's overall strategy to pay its employees for performance. The purposes of IPI are to: (i) attract and retain top performing employees; (ii) motivate employees by tying compensation to performance; and (iii) reward exceptional performance that supports overall Intuit objectives.
 3. **Effective Date:** The terms of this IPI document will be applicable to bonuses for services during Intuit's 2008 fiscal year that begins August 1, 2007.
 4. **Eligibility:** All employees of Intuit are eligible to participate in the IPI, except for employees who (i) are classified as seasonal employees, (ii) are classified as interns/project employees, (iii) participate in Intuit's Senior Executive Incentive Plan, unless such employee is specifically approved by the Compensation and Organizational Development Committee ("Compensation Committee") to also participate in the IPI, (iv) participate in other Intuit incentive compensation plans that specifically exclude an employee's participation in the IPI, including, but not limited to, the sales incentive compensation plans and the contact center incentive compensation plans, (v) participate in an incentive compensation plan sponsored by Intuit or an Intuit subsidiary for international employees that was designed to provide a cash incentive benefit to such employees comparable to or in lieu of the IPI, (vi) work for Intuit on a purely commission basis, (vii) participate in the Performance Incentive Plan for Employees of International Subsidiaries of Intuit Inc. or (viii) commence employment pursuant to (AA) an acquisition which becomes effective following August 1, 2008 and (BB) an offer letter which provides for participation in future Intuit compensation plan(s) only. Those employees who are determined to be eligible for bonus awards under the IPI are called "Participants." Participants in the IPI (other than Senior Officers, which term means the Chief Financial Officer, any Executive Vice President or Senior Vice President, the Vice President of Internal Audit and any other officer who is a Section 16 officer or any other officer who reports to the President and Chief Executive Officer) are not eligible to simultaneously participate in any other bonus or cash incentive plan, unless the Vice President — Total Rewards otherwise specifically approves such participation. Senior Officers who are Participants in the IPI are not eligible to simultaneously participate in any other bonus or cash incentive plan, unless the Compensation Committee
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otherwise specifically approves such participation. An employee must commence employment or otherwise become eligible to participate in the IPI no later than April 1 to be eligible for a bonus award under the IPI for that fiscal year. Being a Participant does not entitle the individual to receive a bonus award. Bonus awards are payable to Participants that meet the criteria set forth in Paragraph 6 below.

5. **Plan Year:** The IPI operates on a fiscal year basis, August 1 through July 31.
6. **Bonus Awards:** Bonus awards are discretionary payments. A Participant must be an active employee in good standing and on Intuit's or an approved subsidiary's payroll on the day the bonus award is paid to receive any portion of the bonus payment. A Participant who is not actively employed or on an approved payroll for whatever reason on the date a bonus award is paid is not entitled to a partial or pro rata bonus award. Intuit may make exceptions in its sole discretion, provided, however, that exceptions for Senior Officers must be made by the Compensation Committee. There is no minimum award or guaranteed payment. Bonus awards are paid based on the fiscal year. A bonus award is calculated with reference to the Participant's bonus target and performance for the fiscal year and the bonus pool made available for bonus awards under the IPI for the fiscal year.
 - a. **Bonus Targets:**
 - i. For each Participant that is paid an annual salary, his or her bonus target is established as a percentage of the Participant's base salary. For each Participant that is paid hourly, his or her bonus target is established as a percentage of the Participant's base pay. In accordance with the Fair Labor Standards Act, for each Participant that is paid hourly, Intuit will either (a) add overtime earnings to base pay in the calculation of the IPI award or (b) add the amount of the IPI award to base pay and recalculate the Participant's hourly rate for overtime pay.
 - ii. When an employee becomes a Participant, he or she is advised of his or her bonus target for the fiscal year.
 - iii. Following the beginning of each fiscal year, each Participant is advised of his or her bonus target by the executive leader of the Participant's business or functional unit or the executive leader's designee.
 - iv. The Compensation Committee establishes individual bonus targets for Senior Officers and other Intuit officers. The President and Chief Executive Officer may establish individual bonus targets for officers. Bonus targets for other employees are established by the Vice President — Total Rewards in consultation with Intuit's President and Chief Executive Officer, the employee's manager and the individual responsible for the business unit or division thereof or functional unit or division thereof in which the employee works and that unit or division's HR director.

- v. Intuit may establish bonus target guidelines for each fiscal year; provided, however, that bonus targets for Senior Officers are to be established by the Compensation Committee. A Participant's bonus target for a fiscal year may be determined based upon a variety of factors, including but not limited to, his or her base salary or base pay, position or level. A bonus target does not guarantee that a bonus award will be made at that rate.
- b. **Determination of a Bonus Award Amount**
- i. The amount of a bonus award to a Participant who is a Senior Officer is determined by the Compensation Committee, in consultation with Intuit's President and Chief Executive officer. The amount of a bonus award to a Participant who is not a Senior Officer is determined by the executive leader of the Participant's business unit or functional group and Intuit's President and Chief Executive Officer in consultation with the Participant's direct manager and the Vice President — Total Rewards.
 - ii. A Participant's bonus award is linked to an assessment of the Participant's total job performance for the fiscal year. Factors that may be considered, include but are not limited to, what the Participant does to advance Intuit's success and how the Participant does it, especially leadership, balance of short-term actions with long-term goals, resource allocation and maintenance by the Participant of focus on Intuit while prioritizing the needs of customers, employees and stockholders.
 - iii. There is neither a minimum nor maximum amount of a bonus award that may be paid to a Participant for a fiscal year. At Intuit's discretion, a bonus award amount may be prorated for those Participants who are eligible to participate in the IPI for less than a full fiscal year; provided, however, that decisions relating to Senior Officers must be made by the Compensation Committee.
 - iv. Any bonus award paid to a Participant is subject to all applicable taxes and withholding.
- c. **When Bonus Awards are Paid:** The timing for payment of a bonus award is determined by the Vice President — Total Rewards in consultation with Intuit's President and Chief Executive Officer and other senior management. A Participant has no right to a bonus award until it is paid. Notwithstanding the foregoing, in the event of an administrative error in the calculation or payment of a bonus award to a Participant, Intuit reserves the right to seek recovery from a Participant of an erroneously paid excessive bonus amount. Once a bonus award is no longer subject to a "substantial risk of forfeiture" (as determined pursuant to regulations and/or other guidance promulgated under Section 409A of the Code), then it shall be paid not later than the later of: (i) 2½ months after the end of

Intuit's first taxable year when the bonus award is no longer subject to such "substantial risk of forfeiture", or (ii) 2½ months after the end of such Participant's first taxable year when the bonus award is no longer subject to such "substantial risk of forfeiture"; unless a later date is established by Intuit, or Intuit permits the Participant to designate a later date, in either case only as permitted under Section 409A of the Code.

7. **Unfunded:** The IPI is not funded. Bonus awards, if any, are made from the general assets of Intuit. The Compensation Committee determines in its sole discretion the amount of funds it would like to make available for bonus awards based on Intuit's performance for the fiscal year. Intuit's performance for this purpose may be measured in a number of ways, including but not limited to: financial measures, such as revenue and operating income; qualitative measures, such as accomplishments to position Intuit for the future; the year's market conditions; stockholder returns; and progress of Intuit's business model. Intuit is not obligated to pay any part of such funds in bonus awards.
8. **Amendment:** The Compensation Committee has the authority to terminate, change, modify or amend the provisions of the IPI at any time. Notwithstanding the foregoing, Intuit's President and Chief Executive Officer, Chief Financial Officer and Vice President — Total Rewards, each individually, has the authority to make amendments to the IPI that do not significantly increase the cost of the IPI and which in such individual's determination (i) clarify the terms of the IPI; (ii) assist in the administration of the IPI; (iii) are necessary or advisable for the IPI to comply with applicable law; or (iv) are necessary or advisable for the IPI to provide "performance-based compensation" within the meaning of Code Section 409A for individuals who participate in the Intuit Inc. 2005 Non-Qualified Executive Deferred Compensation Plan.
9. **Administration and Discretion:** Except as otherwise required for Senior Officers under the Charter of the Compensation Committee, Intuit's President and Chief Executive Officer and the Vice President — Total Rewards have the sole discretion to: (a) adopt such rules, regulations, agreements and instruments as it deems necessary to administer the IPI; (b) interpret the terms of the IPI; (c) determine an employee's eligibility under the IPI; (d) determine whether a Participant is to receive a bonus award under the IPI; (e) determine the amount of any bonus award to a Participant; (f) determine when a bonus award is to be paid to a Participant and whether any such bonus award should be prorated based on the Participant's service or other factors; (g) determine whether a bonus award will be made in replacement of or as an alternative to any other incentive or compensation plan of Intuit or of an acquired business unit or corporation; (h) grant waivers of IPI standard procedures and policies; (i) correct any defect, supply any omission, or reconcile any inconsistency in the IPI, any bonus award or any notice to Participants or a Participant regarding bonus awards; and (j) take any and all other actions it deems necessary or advisable for the proper administration of the IPI.

10. **Participation Provides No Guarantee of Employment:** Employment at Intuit is at-will and participation in the IPI in no way constitutes an employment contract conferring either a right or obligation of continued employment.
11. **Governing Law:** The IPI will be governed by and construed in accordance with the laws of the State of California.

**Approved by the
Compensation and Organizational Development Committee
on July 24, 2007**