Section 1: 8-K (8-K)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) July 1, 2019

Information Services Group, Inc.
(Exact name of registrant as specified in its charter)

2187 Atlantic Street
Stamford, CT 06902
(Address of principal executive offices)

(203) 517-3100
(Registrant’s telephone number, including area code)

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 Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Securities registered pursuant to Section 12(b) of the Act:

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol(s)</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shares of Common Stock, $0.001 par value</td>
<td>III</td>
<td>The Nasdaq Stock Market LLC</td>
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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 July 1, 2019, the Board of Directors (the “Board”) of Information Services Group, Inc. ("ISG" or the “Company), effective as of such date, increased the size of the Board from six to seven and appointed Mr. Bruce Pfau as a Class II Director of the Board for a two-year term expiring in 2021. The Board has determined that Mr. Pfau is “independent” for purposes of The Nasdaq Stock Market LLC listing standards and federal securities laws. Mr. Pfau has also been named a member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. Mr. Pfau was not appointed to the Board pursuant to any arrangement or understanding with any other person, and there are no transactions between the Company and Mr. Pfau that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Pfau, age 65, was most recently the vice chairman of human resources and communications for KPMG LLP, a global accounting firm. Mr. Pfau served at KPMG from 2004 until his mandatory retirement in 2016, and was a member of the 10-person KPMG management committee responsible for leading the firm. Earlier in his career, Mr. Pfau served in executive roles with Watson Wyatt Worldwide (now Willis Towers Watson) from 1998 to 2004 and Hay Group (now Korn Ferry Hay) from 1990 to 1998, each a global services firm. He currently is a member of the board of Sabert Corporation, a global manufacturer of food packaging products. Mr. Pfau holds a bachelor’s degree from Tufts University and master’s and doctoral degrees from Loyola University Chicago.

Mr. Pfau’s compensation for his services as a director will be consistent with that of the Company’s other non-employee directors. On July 1, 2019, pursuant to the Company’s Amended and Restated 2007 Equity Incentive Plan, Mr. Pfau will receive a grant of restricted stock units of common stock of the Company with a value of $55,000, which is a prorated amount of the annual grant of restricted stock units for non-employee directors for his service during 2019. The restricted stock units shall become vested in three equal installments on each of the first, second and third anniversaries of July 1, 2019 (or earlier in the event of a change of control of the Company or such director’s death or disability). Also, during 2019, Mr. Pfau will receive cash payments in an aggregate amount of $27,500, which is a prorated amount of the annual cash retainer for non-employee directors for his service during 2019.

The press release dated July 1, 2019 issued by the Company announcing Mr. Pfau’s election to the Board is attached as Exhibit 99.1 to this current report and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

<table>
<thead>
<tr>
<th>Exhibit Number</th>
<th>Description</th>
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<tr>
<td>99.1</td>
<td>Press Release, dated July 1, 2019</td>
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ISG Names Bruce Pfau to Board of Directors

Former KPMG vice chairman to join board July 1

STAMFORD, Conn., July 1, 2019 — Information Services Group (ISG) (Nasdaq: III), a leading global technology research and advisory firm, today named Bruce N. Pfau, a former long-time senior executive with KPMG, to its board of directors. Pfau joins the board effective July 1, 2019.

During a more-than-30-year career, Pfau has served as a billable C-suite consultant, P&L partner and consulting practice leader; as a vice chairman of a Big 4 accounting and consulting firm; and as a business author, speaker and noted expert on human-capital-intensive, data-driven businesses.

Pfau joined KPMG in 2004 and served as the firm’s vice chairman of Human Resources and Communications for 12 years. During this time, he was a member of the 10-person KPMG management committee responsible for leading the firm; served on the KPMG acquisition committee that oversaw the acquisition of 10 businesses; and engineered KPMG’s rise to #12 overall and #1 among its Big 4 competitors on Fortune’s “100 Best Places to Work” list. Upon his mandatory retirement from his vice chairman role at age 60, he served from 2016 to 2018 as a partner, senior consultant and “ambassador” to some of KPMG’s increasingly important executive markets.

Earlier in his career, Pfau held executive positions with services firms including Watson Wyatt Worldwide (now Willis Towers Watson) and Hay Group (now Korn Ferry Hay). He currently is a member of the board of Sabert Corporation, a global manufacturer of food packaging products.

Pfau holds a bachelor’s degree from Tufts University and master’s and doctoral degrees from Loyola University Chicago.

“We are delighted to welcome Bruce to the ISG board of directors,” said Michael P. Connors, chairman and chief executive officer of ISG. “Bruce brings more than 30 years’ experience building high-performance organizations and driving profitable growth in human-capital-intensive, data-driven businesses. His vast experience in the services and advisory sector, particularly in the transformation and technology area, will be extremely valuable to ISG as we continue to evolve and expand our capabilities and global team to meet the digital business needs of our blue-chip client base.”

The ISG board of directors now consists of seven members, and with the exception of Connors, all are independent directors. In addition to Connors and Pfau, other members of
the ISG board are Neil G. Budnick, Gerald S. Hobbs, Christine C. Putur, Kalpana Raina and Donald C. Waite III. To view biographies of the ISG board members, visit the About Us page on the ISG website.

About ISG

ISG (Information Services Group) (Nasdaq: III) is a leading global technology research and advisory firm. A trusted business partner to more than 700 clients, including more than 70 of the top 100 enterprises in the world, ISG is committed to helping corporations, public sector organizations, and service and technology providers achieve operational excellence and faster growth. The firm specializes in digital transformation services, including automation, cloud and data analytics; sourcing advisory; managed governance and risk services; network carrier services; strategy and operations design; change management; market intelligence and technology research and analysis. Founded in 2006, and based in Stamford, Conn., ISG employs more than 1,300 digital-ready professionals operating in more than 20 countries—a global team known for its innovative thinking, market influence, deep industry and technology expertise, and world-class research and analytical capabilities based on the industry’s most comprehensive marketplace data. For more information, visit www.isg-one.com.

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