

BIG LOTS INC  
Form 8-K  
April 11, 2003

**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) April 11, 2003

**BIG LOTS, INC.**

(Exact name of registrant as specified in its charter)

Ohio  
(State or other jurisdiction of  
incorporation or organization)

1-8897  
(Commission File Number)

06-1119097  
(I.R.S. Employer Identification No.)

300 Phillipi Road, P.O. Box 28512, Columbus, Ohio  
(Address of principal executive office)

43228-5311  
(Zip Code)

(614) 278-6800  
(Registrant's telephone number, including area code)

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|---------|---|----------------|
| Item 1. | Changes in Control of Registrant              | Not applicable |
| Item 2. | Acquisition or Disposition of Assets          | Not applicable |
| Item 3. | Bankruptcy or Receivership                    | Not applicable |
| Item 4. | Changes in Registrant's Certifying Accountant | Not applicable |
| Item 5. | Other Events and Regulation FD Disclosure.    |                |

Below is a revised Summary Compensation Table for inclusion in the Company's Definitive Proxy Statement filed with the Commission on April 8, 2003. The revised Summary Compensation Table corrects two inadvertent errors relating to Messrs. Naylor and Waite's 2002 Salary. Specifically, Mr. Naylor's 2002 Salary should have been stated as \$408,077 rather than \$390,731. Similarly, Mr. Waite's 2002 Salary should have been stated as \$372,115 rather than \$356,250. The corrections have been made on the Table below.

**SUMMARY COMPENSATION TABLE**

The following Summary Compensation Table sets forth the individual compensation paid to the Company's Chief Executive Officer and each of the four other most highly compensated executive officers for services in all capacities to the Company for fiscal years 2002, 2001 and 2000.

| NAME AND POSITION   | FISCAL YEAR | ANNUAL COMPENSATION |            | LONG-TERM COMPENSATION                |                      |                                  |        |                                   |
|---|-------------|---------------------|------------|---------------------------------------|----------------------|----------------------------------|--------|-----------------------------------|
|   |             | SALARY (\$)         | BONUS (\$) | AWARDS                                |                      | PAYOUTS                          |        | ALL OTHER COMPENSATION (\$)(c)(d) |
|   |             |                     |            | RESTRICTED STOCK OTHER AWARDS (\$)(a) | STOCK OPTIONS (#)(b) | LONG-TERM INCENTIVE PAYOUTS (\$) |        |                                   |
| Michael J. Potter,<br>Chairman of the Board,<br>Chief Executive Officer,<br>and President | 2002        | 700,000             | 1,400,000  |                                       | 325,000              |                                  | 13,425 |                                   |
|   | 2001        | 696,154             | 0          |                                       | 300,000              |                                  | 10,535 |                                   |
|   | 2000        | 564,423             | 325,000    |                                       | 300,000              |                                  | 9,238  |                                   |
| Albert J. Bell,<br>Vice Chairman of the Board<br>and Chief Administrative<br>Officer      | 2002        | 675,000             | 1,350,000  |                                       | 275,000              |                                  | 14,598 |                                   |
|   | 2001        | 671,154             | 0          |                                       | 300,000              |                                  | 11,428 |                                   |
|   | 2000        | 550,000             | 312,500    |                                       | 300,000              |                                  | 9,720  |                                   |
| Jeffrey G. Naylor,<br>Senior Vice President and<br>Chief Financial Officer (e)            | 2002        | 408,077             | 492,000    |                                       | 50,000               |                                  | 6,731  |                                   |
|   | 2001        | 146,154             | 240,000    |                                       | 150,000              |                                  | 0      |                                   |
|   | 2000        |                     |            |                                       |                      |                                  |        |                                   |
| Brad A. Waite,<br>Executive Vice President,<br>Human Resources and<br>Loss Prevention     | 2002        | 372,115             | 450,000    |                                       | 75,000               |                                  | 17,569 |                                   |
|   | 2001        | 357,692             | 0          |                                       | 100,000              |                                  | 13,544 |                                   |
|   | 2000        | 312,548             | 99,000     |                                       | 100,000              |                                  | 11,196 |                                   |
| Kent Larsson,<br>Executive Vice President,<br>Marketing                                   | 2002        | 348,077             | 420,000    |                                       | 50,000               |                                  | 35,640 |                                   |
|   | 2001        | 339,231             | 0          |                                       | 75,000               |                                  | 27,132 |                                   |
|   | 2000        | 329,423             | 99,000     |                                       | 50,000               |                                  | 21,174 |                                   |

(a) Exclusive of the value of perquisites or other personal benefits because they do not exceed the lesser of \$50,000 or 10% of total annual salary and bonus for the named executive officer.

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- (b) Non-qualified options granted pursuant to the Big Lots, Inc. 1996 Performance Incentive Plan, as amended.
  - (c) Company matching contribution to the Big Lots, Inc. Savings Plan (401K) and/or the Big Lots, Inc. Supplemental Savings Plan (Top Hat). The matching contribution for Messrs. Potter, Bell, Waite, and Larsson was \$8,000 in fiscal 2002, and \$6,800 in fiscal 2001 and fiscal 2000. The matching contribution for Mr. Naylor was \$6,731 in fiscal 2002, and \$0 in fiscal 2001 and fiscal 2000.
  - (d) Accruals to the Big Lots, Inc. Supplemental Pension Plan for fiscal 2002 for Messrs. Potter, Bell, Naylor, Waite, and Larsson were \$5,425, \$6,598, \$0, \$9,569, and \$27,640, respectively. Accruals for fiscal 2001 for Messrs. Potter, Bell, Naylor, Waite, and Larsson were \$3,735, \$4,628, \$0, \$6,744, and \$20,332, respectively. Accruals for fiscal 2000 for Messrs. Potter, Bell, Naylor, Waite, and Larsson were \$2,438, \$2,920, \$0, \$4,396, and \$14,374, respectively.
  - (e) Mr. Naylor began his employment with the Company in September, 2001.
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| Item 6. | Resignations of Registrant s Directors | Not applicable |
| Item 7. | Financial Statements and Exhibits      | Not applicable |
|         | (a) None required                      |                |
|         | (b) None required                      |                |
|         | (c) None required                      |                |
| Item 8. | Change in Fiscal Year                  | Not applicable |
| Item 9. | Regulation FD Disclosure               | Not applicable |

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.

BIG LOTS, INC

By: /s/ Jeffrey G. Naylor

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Jeffrey G. Naylor  
Senior Vice President &  
Chief Financial Officer

Date: April 11, 2003