

ACTUATE CORP  
Form 8-K  
April 23, 2009

**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  
April 22, 2009**

**Date of Report (Date of earliest event reported)  
Actuate Corporation  
(Exact name of registrant as specified in its charter)**

**Delaware  
(State of Incorporation)**

**0-24607  
(Commission File Number)**

**94-3193197  
(IRS Employer  
Identification Number)**

**2207 Bridgepointe Parkway  
Suite 500  
San Mateo, California 94404**

**(Address of principal executive offices) (Zip Code)  
650-645-3000**

**(Registrant's telephone number, including area code)  
(Former Name or Former Address, if Changed Since Last Report)**

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**  
**Amendment to 1998 Equity Incentive Plan (Amended and Restated)**

On April 22, 2009, the Board of Directors (the Board ) of Actuate Corporation ( Actuate ) amended, effective January 2, 2010, Actuate s 1998 Equity Incentive Plan (amended and restated) (the 1998 Plan ) to eliminate Section 3.2 of the 1998 Plan (the 1998 Plan Amendment ) pursuant to Section 17.2 of the 1998 Plan. The 1998 Plan Amendment is filed as Exhibit 10.1 to this Current Report on Form 8-K and is hereby incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

**Exhibit No. Description**

10.1 Amendment to the Actuate Corporation 1998 Equity Incentive Plan (Amended and Restated)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Actuate Corporation has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ACTUATE CORPORATION

Dated: April 23, 2009

By: /s/ Peter I. Cittadini  
Peter I. Cittadini  
President and Chief Executive Officer

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
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