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

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**FORM 8-K**

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

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**October 23, 2009**

Date of Report (date of earliest event reported)

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**NOTIFY TECHNOLOGY CORPORATION**

(Exact name of Registrant as specified in its charter)

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**California**

(State or other jurisdiction of  
incorporation)

**000-23025**

(Commission File Number)

**77-0382248**

(I.R.S. Employer  
Identification Number)

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**1054 S. De Anza Blvd., Suite 202,  
San Jose, CA 95129**

(Address of principal executive offices, including zip code)

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**(408) 777-7920**

(Registrant's telephone number, including area code)

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**Not Applicable**

(Former name or former address, if changed since last report)

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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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## **Section 5 – Corporate Governance and Management**

### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On October 23, 2009, the Compensation Committee of our Board of Directors approved the terms of our Fiscal Year 2010 Executive Management Bonus Plan, a description of which is filed as Exhibit 10.38 to this Current Report on Form 8-K and is incorporated herein by reference.

## **Section 9 – Financial Statements and Exhibits**

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

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
10.38	Description of the Fiscal Year 2010 Executive Management Bonus Plan of Notify Technology Corporation

**SIGNATURES**

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.

NOTIFY TECHNOLOGY CORPORATION

Date: December 23, 2009

By:           /s/ Gerald W. Rice            
Gerald W. Rice  
Chief Financial Officer

## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
10.38	Description of the Fiscal Year 2010 Executive Management Bonus Plan of Notify Technology Corporation

**Description of the  
Fiscal Year 2010 Executive Management Bonus Plan  
of Notify Technology Corporation (the “Company”)**

**Participants:** The participants in the Fiscal Year 2010 Executive Management Bonus Plan (the “Bonus Plan”) are Paul F. DePond, President and Chief Executive Officer of the Company, Gerald W. Rice, Chief Financial Officer of the Company, and Rhonda Chicone, Vice President of Product Development of the Company (collectively, the “Participants”).

**History:** The Compensation Committee (the “Compensation Committee”) of the Company’s Board of Directors approved the adoption of the Bonus Plan on October 23, 2009. The Compensation Committee had previously approved the adoption of similar executive management bonus plans for fiscal years 2009 and 2008.

**Bonus Pool:** Nine percent of net revenues attributable to sales of the Company’s products that are negotiated and sold by the Participants, where no other sales commissions are paid, will go into a pool (the “Pool”) to be allocated and distributed as set forth below.

**Allocation of Pool:** The Participants will be allocated the following percentages of the Pool:

Name	Title	% of Pool
Paul F. DePond	President and Chief Executive Officer	50%
Gerald W. Rice	Chief Financial Officer	25%
Rhonda Chicone	Vice President of Product Development	25%

**Distribution of Pool:** The Pool will be distributed to the Participants each quarter.

**Amendment and Termination:** The Compensation Committee may terminate the Bonus Plan, in whole or in part, suspend the Bonus Plan, in whole or in part from time to time, and amend the Bonus Plan, from time to time, without the consent of any affected Participant.