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**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 18, 2006

RTW, Inc.

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction of incorporation)

0-25508

(Commission File Number)

41-1440870

(I.R.S. Employer Identification No.)

**8500 Normandale Lake Blvd., Suite 1400
Bloomington, MN 55437**

(Address of principal executive offices and Zip Code)

(952) 893-0403

Registrant's telephone number, including area code

Not Applicable

(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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Section 1 — Registrant’s Business and Operations

Item 1.01 — Entry into a Material Definitive Agreement

Pursuant to a Letter Agreement dated April 18, 2006, David C. Prosser and Margaret F. Prosser (the “Sellers”) agreed to sell to RTW, Inc. in a private sale 90,000 shares of the Company’s common stock at a price of \$11.00 per share. Closing of the purchase is expected to occur on April 20, 2006. Mr. Prosser is a director and Chairman Emeritus of RTW.

In connection with the transaction, Sellers agreed that they would not sell or transfer any additional shares of RTW common stock during 2006, without the express prior consent of RTW and that RTW is not required to consider or grant any request. The Letter Agreement permitted:

1. Sales by the Prosser Foundation, which currently holds 78,464 shares;
2. Bona fide gifts or contributions by any Seller to any 501(c)(3) entity and any resale by this entity;
3. Bona fide gifts by any Seller to any family member (other than a Seller) and any resale by this family member; and
4. Sales by the David C. Prosser 1995 Unitrust or the David C. Prosser 1996 Unitrust, which collectively own approximately 25,500 shares.

Section 9 — Financial Statements and Exhibits

Item 9.01 — Financial Statements and Exhibits

Exhibit 10.1 — Letter Agreement dated April 18, 2006 between RTW, Inc. and David C. Prosser and Margaret F. Prosser.

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.

RTW, Inc.

Dated: April 19, 2006

By /s/ Jeffrey B. Murphy
Jeffrey B. Murphy
President and Chief Executive Officer (Principal
Executive Officer)



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Letter Agreement
April 18, 2006

David C. Prosser and Margaret F. Prosser (“Sellers”) and RTW, Inc., a Minnesota corporation, (“RTW”) hereby agree as follows:

1. RTW agrees to purchase, and Sellers collectively agree to sell, a total of 90,000 shares of the Company’s common stock (“Shares”) on or about April 19, 2006, at a price of \$11.00 per share. Closing will occur on or before three business days from April 18, 2006. For ease of convenience, the purchase may be effected, and the funds transferred, through a registered broker-dealer.
2. Sellers agree that except as otherwise allowed in this Letter Agreement, they will not sell or transfer any additional shares of RTW common stock during 2006, without the express prior consent of RTW and that RTW is not required to consider or grant any request.
3. Nothing in this Agreement, however, prohibits the following:
 - a. Sales by the Prosser Foundation, which currently holds 78,464 shares;
 - b. Bona fide gifts or contributions by any Seller to any 501(c)(3) entity and any resale by this entity; or
 - c. Bona fide gifts by any Seller to any family member (other than a Seller) and any resale by this family member.
 - d. Sales by the David C. Prosser 1995 Unitrust or the David C. Prosser 1996 Unitrust, which collectively own approximately 25,500 shares.

SELLERS

RTW, Inc.

/s/ David C. Prosser

David C. Prosser

By: /s/ Jeffrey B. Murphy

Jeffrey B. Murphy, Chief Executive Officer

/s/ Margaret F. Prosser

Margaret F. Prosser