

CVS CAREMARK CORP  
Form 8-K  
February 06, 2008

# 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): February 5, 2008

# CVS CAREMARK CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-01011  
(Commission File Number)

05-0494040  
(IRS Employer Identification No.)

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One CVS Drive

Woonsocket, Rhode Island  
(Address of Principal Executive Offices)

02895  
(Zip Code)

Registrant's telephone number, including area code: (401) 765-1500

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

**Section 5 - Corporate Governance and Management**

**Item 5.03 Amendments to Articles of Incorporation or By-laws; Change in Fiscal Year**

On February 5, 2008, the Board of Directors of CVS Caremark Corporation (the Company) approved and adopted the following amendment to the Company's by-laws (the By-laws):

A new Article VI, Section 8 has added to the By-laws, setting forth certain terms and conditions applicable to the amendment by the Board of a stockholder rights plan (i.e., a so-called "poison pill"), or of an anti-takeover device having a similar effect, to extend its term beyond one year. This provision would apply only in the event that the Board determines to adopt such a stockholder rights plan or similar device. The Company does not have such a plan or device in place at the present time.

Attached hereto as Exhibit 3.2 and incorporated by reference herein is a copy of the Company's Amended and Restated By-laws, effective as of February 5, 2008, reflecting the foregoing amendment.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Document</b>
3.2	Amended and Restated By-laws of CVS Caremark 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.

**CVS CAREMARK CORPORATION**

Date: February 5, 2008

By: /s/ David B. Rickard  
Name: David B. Rickard  
Title: Executive Vice President,

Chief Financial Officer &

Chief Administrative Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Document</b>
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