

FRANKLIN ELECTRONIC PUBLISHERS INC

Form 8-K

July 06, 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

Date of Report (Date of earliest event reported) July 2, 2009

Franklin Electronic Publishers, Incorporated

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction

of incorporation)

1-13198
(Commission File Number)

22-2476703
(I.R.S. Employer

Identification No.)

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One Franklin Plaza, Burlington, New Jersey
(Address of principal executive offices)

08016-4907
(Zip Code)

Registrant's telephone number, including area code (609)386-2500

(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 240.13a-4(c))

ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On July 2, 2009, the Board of Directors (the Board) of Franklin Electronic Publishers, Incorporated (the Registrant) approved an amendment (the Amendment) to the Registrant s by-laws, as amended (the By-laws). The Amendment modified Section 3-02 of the By-laws, eliminating the requirement that the Registrant hold its annual meeting of shareholders within five (5) months of the end of its fiscal year. As amended, Section 3-02 of the By-laws provides that the Registrant shall hold its annual meeting of stockholders each year at such time as may be designated by the Board.

The above description of the Amendment is a summary and is qualified in its entirety by the Amendment filed hereto as Exhibit 3.1, the text of which is incorporated by reference herein.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

Exhibits:

3.1 Amendment to Bylaws

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.

Franklin Electronic Publishers, Incorporated

Date: July 6, 2009

By: /s/ Frank A. Musto

Name: Frank A. Musto

Title: Vice President,
Chief Financial Officer