

KEWAUNEE SCIENTIFIC CORP /DE/

Form 8-K

December 06, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): December 5, 2012**

**Kewaunee Scientific Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**0-5286**  
(Commission  
File Number)

**38-0715562**  
(IRS Employer  
Identification No.)

**2700 West Front Street**

**Statesville, NC**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (704) 873-7202**

**28677**

**(Zip Code)**

**N/A**

**(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))

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

Patrick L. McCrory, a director of Kewaunee Scientific Corporation (the Company), has been elected Governor of North Carolina and has notified the Company that he will be resigning from the Company's Board of Directors when he takes office on January 5, 2013.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The Board of Directors of the Company has approved an amendment to Section 5.02 of the Bylaws of the Company to decrease the number of directors of the Company's Board of Directors from seven (7) to six (6), with such amendment to be effective upon the resignation of Mr. McCrory as a director on January 5, 2013. A copy of the Company's Bylaws, as amended, will be filed as an exhibit to a Report on Form 8-K upon the amendment to the Bylaws becoming effective.

**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.

Dated: December 6, 2012

Kewaunee Scientific Corporation

By: /s/ D. Michael Parker  
D. Michael Parker  
Senior Vice President, Finance and

Chief Financial Officer

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