

ION MEDIA NETWORKS INC.  
Form 8-K  
November 07, 2006

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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):

November 1, 2006

ION Media Networks, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-13452

59-3212788

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

601 Clearwater Park Road, West Palm Beach,  
Florida

33401

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

561-659-4122

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

Effective November 1, 2006, the Board of Directors of the Company amended the by-laws of the Company to increase from three to five, the number of members of the Board of Directors required to call a special meeting of the Board of Directors. A complete copy of the Amended and Restated Bylaws of the Company is filed as Exhibit 3.2 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following item is filed as an Exhibit to this report:

3.2 Amended and Restated Bylaws of the Company (effective November 1, 2006)

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**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.

*November 7, 2006*

ION Media Networks, Inc.

By: *Adam K. Weinstein*

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*Name: Adam K. Weinstein  
Title: Senior Vice President, Secretary and Chief Legal  
Officer*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3.2	Amended and Restated Bylaws of the Company (effective November 1, 2006).