

RICHARDSON ELECTRONICS LTD/DE

Form 8-K

July 20, 2006

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

Washington, D.C. 20549

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**FORM 8-K**

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**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 17, 2006*

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**RICHARDSON ELECTRONICS, LTD.**

(Exact name of registrant as specified in its charter)

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*Delaware*  
(State or other jurisdiction

of incorporation)

*0-12906*  
(Commission File Number)

*36-2096643*  
(IRS Employer

Identification No.)

*40W267 Keslinger Road, P.O. Box 393, LaFox, Illinois*  
(Address of principal executive offices)

*60147-0393*  
(Zip Code)

Registrant's telephone number, including area code: *(630) 208-2200*

(Former name or former address, if changed since last report.)

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

On July 17, 2006, the Board of Directors of the Company (the Board ) approved an amendment to Section 1, Article III of the Company s By-Laws, effective as of that date, to decrease the size of the Board from 10 to 9 directors. A copy of the By-Laws, as amended, is filed as Exhibit 3.1 to this Form 8-K and is incorporated herein by reference.

**Item 9.01 Exhibits**

Exhibit 3.1 Amended and Restated By-Laws of the Company as of July 17, 2006

**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.

RICHARDSON ELECTRONICS, LTD.

Date: July 20, 2006

By: /s/ David J. DeNeve  
Name: David J. DeNeve  
Title: Senior Vice President and  
Chief Financial Officer