

Edgar Filing: BLONDER TONGUE LABORATORIES INC - Form 8-K

BLONDER TONGUE LABORATORIES INC

Form 8-K

November 13, 2007

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 7, 2007

Blonder Tongue Laboratories, Inc.
(Exact Name of registrant as specified in its charter)

Delaware	1-14120	52-1611421
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

One Jake Brown Road, Old Bridge, New Jersey 08857
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (732) 679-4000

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))

ITEM 5.03. Amendment To Articles Of Incorporation Or Bylaws; Change In Fiscal Year.

On November 7, 2007, the Board of Directors of Blonder Tongue Laboratories,

Edgar Filing: BLONDER TONGUE LABORATORIES INC - Form 8-K

Inc. (the "Company") adopted and approved the First Amendment to the By-laws of the Company to amend certain sections of Article V of the By-laws to allow for the issuance of uncertificated shares of the Company's capital stock. The Board of Directors adopted this amendment, which became effective on November 7, 2007, in response to new American Stock Exchange listing standards which require securities listed on the American Stock Exchange to be eligible for a direct registration system by January 1, 2008.

The foregoing description of the First Amendment to the By-laws is qualified in its entirety by reference to the full text of the First Amendment to the By-laws, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 3.1 First Amendment to the By-laws of Blonder Tongue Laboratories, Inc.

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.

BLONDER TONGUE LABORATORIES, INC.

By: /s/ Eric Skolnik

Eric Skolnik
Senior Vice President
and Chief Financial Officer

Date: November 12, 2007

Exhibit 3.1

FIRST AMENDMENT TO THE BY-LAWS OF BLONDER TONGUE LABORATORIES, INC.

This FIRST AMENDMENT TO THE BY-LAWS OF BLONDER TONGUE LABORATORIES, INC., a Delaware corporation (the "Corporation"), is made as of this 7th day of November 2007 by the Board of Directors of the Corporation and amends the By-laws as follows:

1. Article V, Section 1 of the By-laws, is hereby amended to read in its

Edgar Filing: BLONDER TONGUE LABORATORIES INC - Form 8-K

entirety as follows:

"Section 1. Certificates; Uncertificated Shares. Shares of stock of the corporation may be certificated or uncertificated and shall be entered in the books of the corporation and registered as they are issued. Any certificate representing shares of stock shall be signed by, or in the name of the corporation by the Chairman of the Board or President and by the Secretary or Treasurer of the corporation, certifying the number of shares represented by the certificate owned by such stockholder in the corporation. Within a reasonable period of time after the issuance or transfer of uncertificated stock, the corporation shall send to the registered owner thereof a written notice that shall contain the information required to be set forth or stated on certificates by the Certificate of Incorporation, these By-laws or the Delaware General Corporation Law, as amended. Except as otherwise expressly provided by applicable law, the rights and obligations of the holders of uncertificated stock and the rights and obligations of the holders of certificates representing stock of the same class and series shall be identical."

2. Article V, Section 4 of the By-laws is hereby amended to read in its entirety as follows:

"Section 4. Lost Certificates. The Board of Directors or Chief Executive Officer of the corporation may direct a new certificate or certificates, or uncertificated shares, be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate or certificates to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, or uncertificated shares, the Board of Directors or Chief Executive Officer of the corporation may, in its or his discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed."

3. Article V, Section 5 of the By-laws is hereby amended to read in its entirety as follows:

"Section 5. Transfer of Stock.

(a) Upon surrender to the corporation, or the transfer agent of the corporation, of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the corporation to issue a new certificate or evidence of the issuance of uncertificated shares to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

(b) Upon the receipt of proper transfer instructions from the registered owner of uncertificated shares, it shall be the duty of the corporation to cancel such uncertificated shares, issue a new certificate or evidence of the issuance of uncertificated shares to the person entitled thereto, and record the transaction upon its books."

---ooo0ooo---