

HEXCEL CORP /DE/  
Form 8-K  
December 07, 2011

**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**

**December 7, 2011**      **(December 6, 2011)**

Date of report    (Date of earliest event reported)

**Hexcel Corporation**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State of Incorporation)

**1-8472**  
(Commission File No.)

**94-1109521**  
(IRS Employer Identification No.)

**Two Stamford Plaza**

**281 Tresser Boulevard**

**Stamford, Connecticut 06901-3238**

(Address of Principal Executive Offices and Zip Code)

**(203) 969-0666**

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(Registrant's telephone number, including area 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 (see General Instruction A.2. below):

- Written Communication 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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Section 5 Corporate Governance and Management

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

Effective as of December 6, 2011, Hexcel's bylaws were amended to adopt a provision providing that director nominees in uncontested elections must receive a majority of the votes cast to be elected, and to require that all nominees for director submit a contingent resignation that becomes effective if (i) such director fails to receive a majority of the votes cast, and (ii) the Board accepts such resignation.

Hexcel's bylaws, as amended and restated to reflect these changes, are filed as an exhibit hereto.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3

Bylaws of Hexcel Corporation, amended and restated as of December 6, 2011.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEXCEL CORPORATION

December 7, 2011

/s/ Ira J. Krakower  
Ira J. Krakower  
Senior Vice President

Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
3	Bylaws of Hexcel Corporation, amended and restated as of December 6, 2012.