

HARTE HANKS INC
Form 8-K
September 04, 2013

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

September 4, 2013 (August 29, 2013)

Date of Report (Date of earliest event reported)

HARTE-HANKS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-7120
(Commission
File Number)

74-1677284
(IRS Employer

Identification No.)

9601 McAllister Freeway, Suite 610

San Antonio, Texas 78216

(210) 829-9000

(Address of principal executive offices and Registrant's telephone number, including area code)

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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 August 29, 2013, the Board of Directors of Harte-Hanks, Inc. (the Company) approved and adopted the Company's Fourth Amended and Restated By-laws (the Amended By-laws).

The Amended By-laws add the following Article X:

FORUM FOR ADJUDICATION OF DISPUTES

Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's Certificate of Incorporation or Bylaws (as either may be amended from time to time) or (iv) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation governed by the internal affairs doctrine shall be the Court of Chancery of the State of Delaware or, if the Court of Chancery does not have jurisdiction, a state court located within the State of Delaware or, if no state court located within the State of Delaware has jurisdiction, the federal district court for the District of Delaware.

The Amended By-laws effect other changes, including:

- (i) allowing each of the Chairman of the Board and the Chief Executive Officer to individually call special meetings of stockholders or of the Board of Directors, rather than just the Chief Executive Officer;
- (ii) basing the quorum for the Board of Directors on the number of directors in office rather than the number authorized;
- (iii) specifying that a majority of the members of a committee of the Board of Directors shall constitute a quorum, rather than one third; and
- (iv) adding requirements that, in connection with stockholder nominations, certain background and qualification information be disclosed to the Company and certain undertakings with respect to governance be made.

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

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following exhibit is being furnished herewith.

3.1 Harte-Hanks, Inc. Fourth Amended and Restated By-laws (as adopted August 29, 2013).

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.

Harte-Hanks, Inc.

Dated: September 4, 2013

By: /s/ Robert L. R. Munden
Senior Vice President,
General Counsel & Secretary

Exhibit Index

| Exhibit No. | Description |
|--------------------|---|
| 3.1 | Harte-Hanks, Inc. Fourth Amended and Restated By-laws (as adopted August 29, 2013). |