

ABX AIR INC  
Form 8-K  
March 24, 2005

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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): 03/18/2005**

**ABX AIR, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Commission File Number: 000-50368**

**DE**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**91-1091619**  
(I.R.S. Employer  
Identification No.)

**145 Hunter Drive, Wilmington, OH 45177**  
(Address of Principal Executive Offices, Including Zip Code)

**(937) 382-5591**  
(Registrant's Telephone Number, Including Area Code)

(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(17CFR240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act(17CFR240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act(17CFR240.13e-4(c))
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Items to be Included in this Report

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

On March 18, 2005, ABX Air, Inc. amended Section 3.4(b) of its Amended and Restated Bylaws to provide that vacancies on the Board will be filled by the majority vote of the remaining members of the Board. Previously, Section 3.4(b) provided that vacancies would be filled by a majority vote of the remaining directors of the class in which the vacancy occurred or by the sole remaining director of that class if only one such director remained, or by the majority vote of the members of the remaining classes if no such director remained. A copy of the revised text of Section 3.4(b) is attached hereto as Exhibit 3(ii).

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

Exhibit	Description
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No.

<u>3(ii)</u>	<u>Section 3.4(b) of Amended and Restated Bylaws of ABX Air, Inc.</u>
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**Signature(s)**

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.

ABX AIR, INC.

Date: March 24, 2005.

By: /s/ W. Joseph Payne

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W. Joseph Payne  
Vice President, General Counsel & Secretary

**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-3.(ii).	Revised Text of Section 3.4(b) of Amended and Restated Bylaws of ABX Air, Inc.