

EMMIS COMMUNICATIONS CORP  
Form 8-K  
August 05, 2009

**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): July 30, 2009  
EMMIS COMMUNICATIONS CORPORATION  
(Exact name of registrant as specified in its charter)  
INDIANA  
(State of incorporation or organization)  
0-23264  
(Commission file number)  
35-1542018  
(I.R.S. Employer  
Identification No.)  
ONE EMMIS PLAZA  
40 MONUMENT CIRCLE  
SUITE 700  
INDIANAPOLIS, INDIANA 46204  
(Address of principal executive offices)  
(317) 266-0100  
(Registrant's Telephone Number,  
Including Area Code)**

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.

Effective July 30, 2009, the Company's board of directors approved an amendment to the Company's Amended and Restated Code of By-Laws to elect that the terms of office of the Company's board of directors not be governed by Indiana Code Section 23-1-33-6(c), a newly-enacted provision of the Indiana Business Corporation Law that would, absent this election by the board of directors, require the Company to maintain a classified board of directors.

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, thereunto duly authorized.

EMMIS COMMUNICATIONS  
CORPORATION

Date: August 5, 2009

By: /s/ J. Scott Enright  
J. Scott Enright, Executive Vice  
President,  
General Counsel and Secretary