

LITTELFUSE INC /DE
Form 8-K
November 01, 2007

**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): October 26, 2007
Littelfuse, Inc.
(Exact Name Of Registrant As Specified In Charter)

Delaware
(State of Incorporation)

0-20388
(Commission File No.)

36-3795742
(I.R.S. Employer
Identification No.)

800 East Northwest Highway,
Des Plaines, IL 60016
(Address of principal executive offices, including zip code)
(847) 824-1188
(Registrant's telephone number, including area code)
Not applicable
(Former name or 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 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 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) On October 26, 2007, the Board of Directors (the Board) of Littelfuse, Inc. (the Company) adopted amendments to Article VII of the Bylaws of the Company, effective immediately. Article VII of the Bylaws contains the provisions that address the capital stock of the Company. The Bylaws were amended in order to comply with recent rule changes of the Securities and Exchange Commission and The NASDAQ Stock Market that require listed companies to be eligible to issue shares in either certificated or uncertificated form and to participate in a book-entry share Direct Registration System, which allows for the electronic transfer of securities. The purpose of the amendments to the Bylaws is to incorporate into Article VII the concept of uncertificated shares, as well as adding provisions relating to the administration of such shares. Previously, the Bylaws did not specifically provide for the issuance of uncertificated shares.

Set forth below is a description of the specific amendments to the Bylaws.

Article VII, Section 1 of the Bylaws has been amended to provide that the shares of stock of the Company maybe issued in the form of uncertificated shares, in addition to certificated shares, upon the adoption of a resolution of the Board authorizing the issuance of uncertificated shares. In addition, Section 1 was amended to revise the requirements specifying the information to be retained in the stock ledger to address both certificated and uncertificated shares and to require the delivery of a notice to holders of uncertificated shares providing them with information that would otherwise be set forth on a stock certificate.

Article VII, Section 2 of the Bylaws has been amended to cause any legends authorized by the Board of Directors to apply to both certificated and uncertificated shares.

Article VII, Section 3 of the Bylaws has been amended to add the ability of the Company to issue uncertificated shares, in addition to certificated shares, in the event of the replacement of lost, destroyed, stolen or mutilated certificates.

Article VII, Section 4 of the Bylaws, which addresses transfers of shares, has been amended to provide that upon the transfer of shares, either certificated or uncertificated, the Company can issue either certificated or uncertificated shares to the transferee, and further provides for the cancellation of the old certificate or uncertificated shares and the recording of the transaction in the Company s books.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibit is filed with this report:

| Exhibit No. | Description |
|--------------------|---|
| 3.1 | Bylaws of Littelfuse, Inc., as amended. |

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.

LITTELFUSE, INC.

(Registrant)

Date: October 26, 2007

/s/ Philip G. Franklin

Philip G. Franklin

Vice President, Operations Support

and Chief Financial Officer

EXHIBIT INDEX

Exhibit No. Description

3.1 Bylaws of Littelfuse, Inc., as amended.