

MAGNETEK, INC.  
Form 8-K  
March 31, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**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): March 27, 2008**

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**MAGNETEK, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-10233**  
(Commission File  
Number)

**95-3917584**  
(IRS Employer  
Identification No.)

**N49 W13650 Campbell Drive**  
**Menomonee Falls, WI**  
(Address of Principal Executive Offices)

**53051**  
(Zip Code)

**(262) 783-3500**

(Registrant's telephone number, including area code)

N/A

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(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 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 March 27, 2008, the Board of Directors of Magnetek, Inc. (the Company ) amended and restated the bylaws of the Company to permit the issuance and transfer of uncertificated shares of its common stock. The amendment was made in order to comply with the New York Stock Exchange s requirement that all listed securities be eligible for listing and transfer through the Direct Registration System.

A copy of the amended and restated bylaws is attached to this Current Report on Form 8-K as Exhibit 3.1 and is incorporated herein by this reference.

**Item 9.01 - Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
3.1	Magnetek, Inc. Amended and Restated Bylaws

**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.

Dated: March 31, 2008

MAGNETEK, INC.

*/s/* David P. Reiland  
By: David P. Reiland  
President and Chief Executive Officer

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Magnetek, Inc. Amended and Restated Bylaws