

Edgar Filing: PATHFINDER BANCORP INC - Form 8-K

PATHFINDER BANCORP INC
Form 8-K
November 28, 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): November 28, 2007

Pathfinder Bancorp, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------------------------|-----------------------|-----------------------------------------|
| Federal | 000-23601 | 16-1540137 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File No.) | (I.R.S. Employer Identification No.) |

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (315) 343-0057

NOT APPLICABLE

(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 (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))

Item 5.03 Amendments to Bylaws; Change in Fiscal Year

The United States Securities and Exchange Commission approved a new NASDAQ listing standard setting forth Direct Registration System ("DRS") eligibility requirements, which require listed companies to become DRS eligible by January 1, 2008. DRS enables investors to maintain securities electronically on the books of a transfer agent or issuer, and allows for the electronic transfer of

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securities. To meet DRS requirements, on November 28, 2007, Pathfinder Bancorp Inc.'s Board of Directors amended its Bylaws to permit the issuance and transfer of uncertificated shares. Such changes to the Bylaws are reflected in Article VII, Section 1 and 2.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits:

| Exhibit No. | Description |
|-------------|--------------------------------------------|
| 3.2 | Amended bylaws of Pathfinder Bancorp, Inc. |

EXHIBIT 3.2 AMENDMENTS TO BYLAWS

ARTICLE VII - EVIDENCE OF SHARE OWNERSHIP AND THE TRANSFER OF SHARES

SECTION 1. EVIDENCE OF SHARE OWNERSHIP. Shares of capital stock of the Company may be certificated or uncertificated. Shares that are certificated shall be in such form as shall be determined by the board of directors and approved by the OTS. Such certificates shall be signed by the chief executive officer or by any other officer of the Company authorized by the board of directors, attested by the secretary or an assistant secretary, and sealed with the corporate seal or a facsimile thereof. The signatures of such officers upon a certificate may be facsimiles if the certificate is manually signed on behalf of a transfer agent or a registrar other than the Company itself or one of its employees. Each certificate for shares of capital stock shall be consecutively numbered or otherwise identified. Uncertificated shares shall be evidenced by means of book entry. The name and address of the person to whom the shares are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Company. All certificates surrendered to the Company for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares has been surrendered and canceled, except that in the case of a lost or destroyed certificate, a new certificate may be issued upon such terms and indemnity to the Company as the board of directors may prescribe.

SECTION 2. TRANSFER OF SHARES. Transfer of shares of capital stock of the Company shall be made only on its stock transfer books. Authority for such transfer shall be given only by the holder of record or by his or her legal representative, who shall furnish proper evidence of such authority, or by his or her attorney authorized by a duly executed power of attorney and filed with the Company. Such transfer shall be made only on surrender for cancellation of the certificate for such shares or appropriate book entry. The person in whose name shares of capital stock stand on the books of the Company shall be deemed by the Company to be the owner for all purposes.

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.

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PATHFINDER BANCORP, INC.

Date: November 28, 2007

By: /s/ James A. Dowd
James A. Dowd
Senior Vice President and Chief
Financial Officer