

GUARANTY FEDERAL BANCSHARES INC  
Form 8-K  
December 03, 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 29, 2007**

**Guaranty Federal Bancshares, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**43-1792717**  
(I.R.S. employer identification number)

**0-23325**  
(Commission file number)

**1341 West Battlefield  
Springfield, Missouri 65807**  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(417) 520-4333**

**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 (see General Instruction A.2.):

- 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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INCLUDED INFORMATION

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

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On November 29, 2007, the Board of Directors of Guaranty Federal Bancshares, Inc. (the "Company") adopted a resolution approving an amendment to Article VII of the Company's bylaws to allow for the issuance of uncertificated shares of the Company's capital stock. The Company adopted this amendment to change various provisions of Article VII (and to include a new Section 9 to such article) to comply with new rules adopted by NASDAQ that require listed companies to be eligible for a direct registration system ("DRS") by January 1, 2008. The DRS permits a stockholder's ownership to be recorded and maintained on the books of the issuer or its transfer agent without issuance of a physical stock certificate. Prior to this amendment, the Company was required to issue stock certificates. A copy of the Company's bylaws, as amended on November 29, 2007, is included as an exhibit to this report.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

3.1 Bylaws of Guaranty Federal Bancshares, Inc., as amended on November 29, 2007

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**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.

Guaranty Federal Bancshares, Inc.

By: /s/ Shaun A. Burke

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Shaun A. Burke  
President and Chief Executive Officer

Date: December 3, 2007