

Vitamin Shoppe, Inc.  
Form 8-K  
August 26, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): August 21, 2013**

**Vitamin Shoppe, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-34507**  
(Commission  
File Number)

**11-3664322**  
(IRS Employer  
Identification No.)

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2101 91st Street

North Bergen, New Jersey 07047

(Addresses of Principal Executive Offices, including Zip Code)

(201) 868-5959

(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:

- 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 Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On August 21, 2013, the Board of Directors of Vitamin Shoppe, Inc. (the Corporation) approved an amendment to the Corporation's Second Amended and Restated By-Laws, effective the same date, adding a new article entitled Forum for Adjudication of Disputes which provides that unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, or (iv) any action asserting a claim governed by the internal affairs doctrine shall be a state or federal court located within the state of Delaware, in all cases subject to the court's having personal jurisdiction over the indispensable parties named as defendants.

A copy of the Corporation's Third Amended and Restated By-Laws, as amended by the amendment described in the preceding paragraph and by an amendment adopted by the Board of Directors of the Corporation on January 6, 2012, and disclosed pursuant to a Form 8-K filed on January 10, 2012, is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

**ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits

3.1 Third Amended and Restated By-Laws of Vitamin Shoppe, Inc.

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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.

Vitamin Shoppe, Inc.

Date: August 26, 2013

By /s/ Jean Frydman  
Name: Jean Frydman  
Title: Senior Vice President, General Counsel and Corporate  
Secretary

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
3.1	Third Amended and Restated By-Laws of Vitamin Shoppe, Inc.