

LANNETT CO INC  
Form 8-K  
July 09, 2015

# 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): **July 6, 2015**

## LANNETT COMPANY, INC.

(Exact Name of Registrant as Specified in Its Charter)

Commission File No. **001-31298**

**State of Delaware**  
(State of Incorporation)

**23-0787699**  
(I.R.S. Employer I.D. No.)

**9000 State Road**

**Philadelphia, PA 19136**

**(215) 333-9000**

(Address of principal executive offices and telephone number)

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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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 July 6, 2015, during a Meeting of the Board of Directors of Lannett Company, Inc. (the Company), the Board approved an amendment to the Company's Bylaws. The amendment, effective July 31, 2015, rescinded Article XII Award of Attorney's Fees in Stockholder Actions following legislative action by the State of Delaware, effective August 1, 2015, prohibiting Delaware stock corporations from adopting fee-shifting provisions in their bylaws or certificates of incorporation. No other changes were made to the Amended and Restated Bylaws filed with the Current Report on Form 8-K on April 3, 2015.

The Amended and Restated Bylaws of the Company reflecting this change are filed as Exhibit 3.8 to this report.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.8                | Amended and Restated Bylaws of Lannett Company Inc., as amended through July 6, 2015. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

LANNETT COMPANY, INC

By: /s/ Arthur P. Bedrosian  
Chief Executive Officer  
Date: July 9, 2015