

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

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### FILER

#### **BioDrain Medical, Inc.**

CIK: **1446159** | IRS No.: **331007393** | State of Incorporation: **MN** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **000-54361** | Film No.: **111083292**  
SIC: **3842** Orthopedic, prosthetic & surgical appliances & supplies

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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): September 8, 2011

**BioDrain Medical, Inc.**  
(Exact name of Registrant as Specified in its Charter)

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

**333-155299**  
(Commission File Number)

**33-1007393**  
(IRS Employer Identification No.)

**2060 Centre Pointe Boulevard, Suite 7**  
**Mendota Heights, Minnesota 55120**  
(Address of Principal Executive Offices and Zip Code)

**(651) 389-4800**  
(Registrant's telephone number, including area code)

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

On September 8, 2011, BioDrain Medical, Inc. (the “Company”) filed an amendment to its articles of incorporation. This amendment was approved by its shareholders on September 7, 2011. The amendment:

- increased the number of authorized shares of common stock from 80 million to 200 million; and
- added a provision that the Company’s directors are entitled to limitations on personal liability.

All other provisions of the Company’s articles of incorporation remain unchanged.

The foregoing description of the amendment to the Company’s articles of incorporation is qualified in its entirety by reference to the amendment attached hereto as Exhibit 3.1.

At the same meeting, the shareholder approved amended and restated bylaws to allow the board of directors to set the number of directors between one (1) and nine (9) subject to the limitation that any such action may not cause a director to be removed except as permitted by law. The amended and restated bylaws were filed as Exhibit 3.1 to Form 8-K dated June 15, 2011.

### **Item 9.01 Exhibits.**

3.1 Amendment to articles of incorporation.

### **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, thereunto duly authorized.

Dated: September 9, 2011

BIODRAIN MEDICAL, INC.

By: /s/ Kevin R. Davidson

Kevin R. Davidson  
President, Chief Executive Officer, Chief  
Financial Officer

**ARTICLES OF AMENDMENT  
of  
ARTICLES OF INCORPORATION  
of  
BIODRAIN MEDICAL, INC.**

The undersigned, the President of BIODRAIN MEDICAL, INC., a Minnesota corporation (the "Corporation"), does hereby certify that the following resolutions were adopted by the shareholders of the Corporation in accordance with the applicable provisions of the Minnesota Statutes:

Resolutions Amending Articles of Incorporation

RESOLVED, that the Corporation is hereby authorized to amend Article V of the Corporation's Articles of Incorporation by deleting such Article V in full and replacing it with the following:

"ARTICLE V

Authorized Shares:

The total number of shares which this corporation shall have authority to issue is two hundred million shares (200,000,000) with a par value of one cent (\$.01) per share; all of such shares shall be common stock."

FURTHER RESOLVED, that the Corporation is hereby authorized to add the following Article XI to the Corporation's Articles of Incorporation:

"ARTICLE XI

Directors' Liability:

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article XI shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Sections 302A.559 or 80A.76 of the Minnesota Statutes, (iv) for any transaction from which the director derived an improper personal benefit, or (v) for liability for any act or omission occurring prior to the effective date of this Article XI. If Minnesota Statutes Chapter 302A is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Minnesota Statutes Chapter 302A. Any repeal or modification of this Article XI by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification."

FURTHER RESOLVED, that the President of the Corporation is hereby authorized and directed to (i) execute Articles of Amendment attesting to the adoption of the foregoing resolutions adopting the amendments, (ii) cause such Articles of Amendment to be filed in the office of the Secretary of State for the State of Minnesota, and (iii) pay any fees and take any other action necessary to effect the Articles of Amendment and the foregoing resolutions.

IN WITNESS WHEREOF, I have hereunder subscribed my name this 8th day of September, 2011.

/s/

\_\_\_\_\_  
Kevin R. Davidson  
President

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