

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

EDGAR ONLINE INC

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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): August 14, 2012

EDGAR ONLINE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32194
(Commission
File Number)

06-1447017
(I.R.S. Employer
Identification No.)

11200 Rockville Pike, Suite 310
Rockville, Maryland
(Address of principal executive offices)

20852
(Zip Code)

Registrant's telephone number, including area code: 310-287-0300

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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Introductory Note

On August 14, 2012, EDGAR Online, Inc. (“EDGAR Online”), a Delaware corporation, completed its merger (the “Merger”) with Leo Acquisition Sub, Inc. (“Merger Sub”), a wholly-owned subsidiary of R.R. Donnelley & Sons Company (“RR Donnelley”), pursuant to the terms of the Agreement and Plan of Merger, dated as of May 21, 2012 (the “Merger Agreement”), among EDGAR Online, RR Donnelley and Merger Sub. As a result of the Merger, EDGAR Online is now wholly-owned by RR Donnelley.

Item 1.02 Termination of a Material Definitive Agreement

On August 14, 2012, in connection with the Merger, EDGAR Online repaid in full all outstanding loans, together with interest and all other amounts, if any, due in connection with such repayment under the Amended and Restated Loan and Security Agreement, dated as of February 28, 2012, as amended, by and among EDGAR Online and UBmatrix, Inc., a Washington corporation, as co-borrowers and Silicon Valley Bank, a California corporation (“SVB”), as lender (the “Loan Agreement”) and terminated the Loan Agreement. The term loan made by SVB to EDGAR Online under the Loan Agreement bore interest at 1.75% above the Wall Street Journal prime rate. The Loan Agreement also provided for a revolving line of credit, subject to the maintenance of certain financial ratios and covenants by EDGAR Online, as well as the availability of eligible accounts receivable against which SVB may advance funds. The revolving line of credit bore interest at 1.25% above the Wall Street Journal prime rate. The Loan Agreement contained customary covenants and events of default. The foregoing description of the Loan Agreement is qualified in its entirety by reference to the Loan Agreement, which is incorporated by reference to Exhibit 99.1 to EDGAR Online’s Current Report on Form 8-K filed on March 2, 2012.

Item 2.01 Completion of Acquisition or Disposition of Assets

On August 14, 2012, EDGAR Online and RR Donnelley consummated the transactions contemplated by the Merger Agreement. Pursuant to the Certificate of Merger filed with the Secretary of State of the State of Delaware, the Merger was effective on August 14, 2012 (the “Effective Time”).

At the Effective Time, each share of common stock of EDGAR Online, par value \$0.01 per share (“Common Stock”) other than shares held in the treasury of EDGAR Online or owned by RR Donnelley, EDGAR Online or any of their respective subsidiaries (“Excluded Shares”) and shares held by stockholders, if any, who validly perfected their appraisal rights under Delaware law (“Dissenting Shares”), converted into the right to receive \$1.092 per share in cash, without interest and less any applicable withholding taxes. The Merger Agreement further provided:

Each share of Series B Preferred Stock (“Series B Stock”) issued and outstanding immediately prior to the Effective Time (other than Dissenting Shares and Excluded Shares) converted into the right to receive cash in an amount, without interest, equal to \$171.875;

Each share of Series C Preferred Stock (“Series C Stock”) issued and outstanding immediately prior to the Effective Time (other than Dissenting Shares and Excluded Shares) converted into the right to receive cash in an amount, without interest, equal to \$158.790; and

Each outstanding option to purchase any capital stock of EDGAR Online, whether vested or unvested, either cancelled without the right to receive consideration or converted into the right to receive consideration in an amount equal to (i) the number of shares of Common Stock underlying the option multiplied by (ii) the difference between (A) \$1.092, and (B) the exercise price per share of such option.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, which is included as Exhibit 2.1 to EDGAR Online’s Current Report on Form 8-K filed on May 23, 2012 and is incorporated herein by reference.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

As contemplated by the Merger Agreement, on August 14, 2012, EDGAR Online notified the NASDAQ Stock Market (“NASDAQ”) of EDGAR Online’s intent to remove its Common Stock from listing on NASDAQ and requested that the NASDAQ file with the Securities and Exchange Commission an application on Form 25 to report that the shares of Common Stock are no longer listed on NASDAQ. EDGAR Online intends to file a Form 15 to suspend its reporting obligations under Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, as soon as practicable.

Item 3.03 Material Modification to Rights of Security Holders

The information provided in response to Item 2.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.01 Changes in Control of Registrant

The information provided in response to Item 2.01 of this Current Report on Form 8-K is incorporated herein by reference. The total merger consideration paid by RR Donnelley for the outstanding shares of Common Stock, Series B Stock, Series C Stock and vested equity awards was approximately \$73.0 million. The source of funds for the cash consideration was readily available funds. Upon the Effective Time, the Merger constituted a change of control of EDGAR Online, resulting in EDGAR Online becoming a wholly-owned subsidiary of RR Donnelley. There are no known arrangements which may at a subsequent date result in a change of control of EDGAR Online.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Agreements of Certain Officers

Pursuant to the terms of the Merger Agreement, each member of the board of directors of EDGAR Online resigned immediately prior to the Effective Time, and Robert J. Farrell and David J. Price resigned from each of their respective positions as officers of EDGAR Online.

Following completion of the Merger, David A. Gardella, 42, and Janet M. Halpin, 45, were elected to the board of directors and Mr. Gardella was elected to the position of President of EDGAR Online and will be EDGAR Online’s principal executive officer.

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

At the Effective Time and pursuant to the Merger Agreement, the certificate of incorporation and bylaws of EDGAR Online were amended and restated to be in the form attached hereto as Exhibits 3.1 and 3.2, respectively, and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

On August 14, 2012, EDGAR Online held a special meeting of stockholders to consider and vote on a proposal to adopt the Merger Agreement. The adoption of the Merger Agreement required the affirmative vote of holders of at least a majority of the aggregate voting power of EDGAR Online Common Stock, Series B Stock (voting on an as-converted to Common Stock basis, subject to certain limitations on conversion contained in the terms of the Series B Stock), and Series C Stock (voting on an as-converted to Common Stock basis), voting together as a single class.

The votes in favor of the adoption of the Merger Agreement represented 65.3% of the combined shares of Common Stock, Series B Stock (voting on an as-converted to Common Stock basis and subject to applicable limitations) and Series C Stock (voting on an as-converted to Common Stock basis, all outstanding as of July 11, 2012 (the “Record Date”). The stockholders of EDGAR Online also voted to approve the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies. This proposal to adjourn the special meeting to a later date was not implemented because the proposal to adopt the Merger Agreement was approved by the stockholders of EDGAR Online. The stockholders of EDGAR Online also voted to approve the non-binding proposal regarding certain merger-related executive compensation payment to our named executive officers.

Set forth below, with respect to each such proposal, are the number of votes cast for or against, the number of abstentions and the number of broker non-votes.

Proposal 1: Adopt the Merger Agreement

Votes For	Votes Against	Abstentions	Broker Non-Votes
34,379,020	2,167,782	15,096	-0-

Proposal 2: Adjourn the Special Meeting to Solicit Additional Proxies

Votes For	Votes Against	Abstentions	Broker Non-Votes
34,339,257	2,162,563	60,079	-0-

Proposal 3: Approve Non-Binding Proposal regarding Certain Merger-Related Executive Compensation Payment

Votes For	Votes Against	Abstentions	Broker Non-Votes
33,399,129	2,713,574	449,195	-0-

Item 9.01 Financial Statements and Exhibits.

- 3.1 Amended and Restated Certificate of Incorporation of EDGAR Online, Inc., adopted August 14, 2012.
- 3.2 Amended and Restated Bylaws of EDGAR Online, Inc., adopted August 14, 2012.

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.

EDGAR ONLINE, INC.

August 14, 2012

By: /s/ Robert J. Farrell

Robert J. Farrell

President and Chief Executive Officer

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

EDGAR Online, Inc.

FIRST. The name of the corporation is EDGAR Online, Inc. (the "Corporation").

SECOND. The address of the registered office in the State of Delaware is: The Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at that address is: The Corporation Trust Company.

THIRD. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is SEVENTY-SIX MILLION (76,000,000) shares of common stock and the par value of each of such shares is \$0.01.

FIFTH. The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the board of directors (the "Board").

(2) The Board, without the prior consent of the stockholders, shall have concurrent power with the stockholders to adopt, alter, amend, change, add to or repeal the bylaws of the Corporation (the "Bylaws").

(3) The number of directors of the Corporation shall be fixed from time to time in the manner provided in the Bylaws. Election of directors need not be by written ballot unless the Bylaws so provide.

(4) To the fullest extent permitted by the General Corporation Law of the State of Delaware, as amended from time to time (the "DGCL"), no director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. The Corporation shall indemnify all directors, officers and employees of the Corporation, and shall advance expenses reasonably incurred by such directors, officers and employees, in defending any civil, criminal, administrative or investigative action, suit or proceeding, in accordance with and to the fullest extent permitted by the DGCL. Any repeal or modification of this Article FIFTH, subsection (4) shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon it, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject to the provisions of the DGCL, this certificate of incorporation (the "Certificate"), and the Bylaws; provided, however, that no Bylaws or amendments thereto hereafter adopted shall invalidate any prior act of the Board which would have been valid if such Bylaws or amendments thereto had not been adopted.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the Bylaws of the Corporation.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

AMENDED AND RESTATED BYLAWS

OF

EDGAR ONLINE, INC.

ARTICLE I.

OFFICES

Section 1. Registered Office. EDGAR Online, Inc. (the “Corporation”) shall have and maintain a registered office at the location specified in the Corporation’s Certificate of Incorporation.

Section 2. Other Offices. The Corporation may also have such other office or offices in Delaware or elsewhere as the board of directors (the “Board of Directors”) may determine or as the business of the Corporation may require.

ARTICLE II.

MEETING OF STOCKHOLDERS

Section 1. Annual Meeting. The annual meeting of stockholders shall be held on such date and at such time as may be chosen by the Board of Directors. Any other proper business may be transacted at the annual meeting of stockholders.

Section 2. Special Meetings. Special meetings of the stockholders may be called by the President, by the Board of Directors or by the stockholders of not less than one-third (1/3) of all outstanding stock of the Corporation.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Delaware, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all stockholders may designate any place, either within or without the State of Delaware, as the place for the holding of such meeting.

Section 4. Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise required by law, the written notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting.

Section 5. Meeting of All Stockholders. If all of the stockholders shall meet at any time and place, either within or without the State of Delaware, and shall consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and any corporate action may be taken at such meeting.

Section 6. Adjournments. Any meeting of the stockholders may be adjourned from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 7. Stockholder List. The officer of the Corporation who has charge of the stock ledger of the Corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder of the Corporation who is present.

Section 8. Quorum. A majority of the outstanding shares, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business, except as otherwise provided by statute or by the certificate of incorporation of the Corporation (the "Certificate of Incorporation"), but in no event shall a quorum consist of less than one-third (1/3) of the outstanding shares. If a quorum is present at any meeting, the affirmative vote of the holders of a majority of the shares represented at such meeting shall be the act of the stockholders, unless the vote of a greater number or voting by classes is required by the General Corporation Law of the State of Delaware, the Certificate of Incorporation or these bylaws.

Section 9. Proxies. At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his or her duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 10. Voting of Shares. Unless otherwise provided in the Certificate of Incorporation, each outstanding share, regardless of class, shall be entitled to one vote in person or by proxy upon each matter submitted to a vote of the stockholders.

Section 11. Informal Action by Stockholders. Any action required to be taken at a meeting of the stockholders, or any other action which may be taken at a meeting of the stockholders, may be taken without a meeting and without a vote, if a consent in writing, setting forth the action so taken, shall be signed (i) by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voting, or (ii) by all of the stockholders entitled to vote with respect to the subject matter thereof. If such consent is signed by less than all of the stockholders entitled to vote, then such consent shall become effective only if at least five days prior to the execution of the

consent a notice in writing is delivered to all the stockholders entitled to vote with respect to the subject matter thereof and, after the effective date of the consent, prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be delivered in writing to those stockholders who have not consented in writing.

ARTICLE III. DIRECTORS

Section 1. Number and Tenure. The Board of Directors shall consist of not less than one nor more than ten members, the exact number of which shall initially be fixed by the incorporator of the Corporation and thereafter from time to time by the Board of Directors. Except as provided in Section 2 of this Article III, directors shall be elected by a plurality of the votes cast at the annual meetings of stockholders and each director so elected shall hold office until the next annual meeting of stockholders and until such director's successor is duly elected and qualified, or until such director's earlier death, resignation or removal. Any director may resign at any time upon written notice to the Corporation. Directors need not be stockholders.

Section 2. Vacancies. Unless otherwise required by law or the Certificate of Incorporation, vacancies arising through death, resignation, removal, an increase in the number of directors or otherwise may be filled only by a majority of the directors then in office, though less than a quorum, by a sole remaining director, or at a meeting of stockholders by the affirmative vote of the holders of a majority of the outstanding shares then entitled to vote at an election of directors except as otherwise provided by law, and the directors so chosen shall hold office until the next annual meeting of stockholders and until their successors are duly elected and qualified, or until their earlier death, resignation or removal.

Section 3. Duties and Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these bylaws required to be exercised or done by the stockholders.

Section 4. Meetings. The Board of Directors may hold meetings, both regular and special, either within or without the State of Delaware. Regular meetings of the Board of Directors may be held without notice at such time and at such place as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman, if there be one, the President, or by any director. Notice thereof stating the place, date and hour of the meeting shall be given to each director either by mail not less than forty-eight hours before the date of the meeting, by telephone or telegram on twenty-four hours' notice, or on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate in the circumstances.

Section 5. Quorum. Except as otherwise required by law or the Certificate of Incorporation, at all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors

present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting of the time and place of the adjourned meeting, until a quorum shall be present.

Section 6. Actions by Written Consent. Unless otherwise provided in the Certificate of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all the members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

Section 7. Meetings by Means of Conference Telephone. Unless otherwise provided in the Certificate of Incorporation, members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 7 shall constitute presence in person at such meeting.

Section 8. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 9. Removal of Directors. One or more of the directors of the Corporation may be removed, with or without cause, at a meeting of stockholders by the affirmative vote of the holders of a majority of the outstanding shares then entitled to vote at an election of directors except as otherwise provided by law.

Section 10. Committees. The Board of Directors may create one or more committees of the Board and appoint directors to serve on the committee or committees. Each committee shall have two or more members, who serve at the pleasure of the Board. Each committee may exercise the authority of the Board of Directors except as otherwise provided by law.

ARTICLE IV. OFFICERS

Section 1. Number. The officers of the Corporation shall be chosen by the Board of Directors and may consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and one or more Assistant Secretaries and Assistant Treasurers. Any number of offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors held after each annual meeting of stockholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3. Compensation. The salaries of all officers of the Corporation shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation.

Section 4. Resignations. Any officer may resign at any time by giving notice to the Board of Directors or to the President or Secretary. A resignation of an officer need not be accepted in order to be effective.

Section 5. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7. Duties of Officers. The duties and powers of the officers shall be as follows:

President

The President shall be the principal executive officer of the Corporation and shall be responsible for the administration and operation of the business and affairs of the Corporation. He or she shall preside at all meetings of the stockholders and the Board of Directors. He or she may sign with the Secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation and any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Vice-Presidents

The Vice-President, if there shall be one, or if there shall be more than one, the Vice-Presidents in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence, disability or refusal to act of the President, perform the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions upon the President.

Secretary

The Secretary shall: (a) keep the minutes of the meetings of the stockholders, the Board of Directors and committees thereof in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all certificates for shares prior to the issue thereof and to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; (d) keep a register of the post-office address of each stockholder, which shall be furnished to the Secretary by such stockholder; (e) sign with the President, or a Vice-President, certificates for shares of the Corporation, the issue of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the Corporation; and (g) generally perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have the charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys not otherwise employed in the name of the Corporation in such bank, savings and loan association, trust company or other depositories as shall be selected in accordance with the provisions of Article IV of these bylaws; and (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Assistant Secretaries and Assistant Treasurers

The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries as thereunto authorized by the Board of Directors may sign with the President or a Vice-President certificates for shares of the Corporation, the issue of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them from time to time by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such bank, savings and loan association, trust company or other depositories as the Board of Directors may select.

ARTICLE VI. INDEMNIFICATION

Section 1. Right to Indemnification. To the maximum extent permitted by Delaware law in effect from time to time, the Corporation shall indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (a) any individual who is a present or former director or officer of the Corporation or a subsidiary thereof and who is made a party to the proceeding by reason of his or her service in that capacity, or (b) any individual who, while a director or officer of the Corporation and at the request of the Corporation, serves or has served another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a director, officer, partner or trustee of such corporation, partnership, joint venture, trust, employee benefit plan or other enterprise and who is made a party to the proceeding by reason of his or her service in that capacity. The Corporation may, with the approval of its Board of Directors, provide such indemnification and advance for expenses to a person who served a predecessor of the Corporation in any of the capacities described in (a) or (b) above and to any employee or agent of the Corporation or a predecessor of the Corporation.

Section 2. Effective Time. This Article VI shall be effective from and after the date of its adoption and shall apply to all proceedings arising prior to or after such date, regardless of whether relating to facts or circumstances occurring prior to or after such date. Neither the amendment nor repeal of this Article VI, nor the adoption or amendment of any other provision of the Certificate of Incorporation or bylaws inconsistent with this Article VI, shall apply to or affect in any respect the applicability of this Article VI with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

Section 3. Further Action. The Board of Directors may take such action as is necessary to carry out the provisions of this Article VI and is expressly empowered to adopt, approve and amend from time to time such resolutions or contracts implementing such provisions or such further arrangements for indemnification or advance for expenses as may be permitted by law.

ARTICLE VII.
CERTIFICATES FOR SHARES AND THEIR TRANSFER

Section 1. Certificates For Shares. The issued shares of the Corporation shall be represented by certificates or shall be uncertified shares. Certificates representing shares of the Corporation shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President or a Vice-President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the Corporation. All certificates for shares shall be consecutively numbered or otherwise identified. The name of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the books of the Corporation. All certificates surrendered to the Corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the Corporation as the Board of Directors may prescribe.

Section 2. Transfer of Shares. Transfers of shares of the Corporation shall be made only on the books of the Corporation by the holder of record thereof or by his or her legal representative, who shall furnish proper evidence of authority to transfer, or by his or her attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

ARTICLE VIII.
VOTING OF SECURITIES

The President shall have full authority, in the name and on behalf of the Corporation, to attend, act and vote at any meeting of security holders of any corporation in which the Corporation may hold securities, and at any such meeting shall possess and may exercise any and all rights and powers incident to the ownership of such securities and which, as the holder thereof, the Corporation might possess and exercise if personally present, and may exercise such power and authority through the execution of proxies or may delegate such power and authority to any other officer, agent or employee of the Corporation.

ARTICLE IX.
FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE X.
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these bylaws, the Certificate of Incorporation or the General Corporation Law of the State of Delaware, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI.
AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted at any properly constituted meeting of the stockholders or Board of Directors by a majority vote of a quorum (as defined in these bylaws).