

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2007-12-10** | Period of Report: **2007-12-05**  
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FILER

**C-COR INC**

CIK: **350621** | IRS No.: **240811591** | State of Incorpor.: **PA** | Fiscal Year End: **0630**  
Type: **8-K** | Act: **34** | File No.: **000-10726** | Film No.: **071295535**  
SIC: **3663** Radio & tv broadcasting & communications equipment

Mailing Address  
60 DECIBEL ROAD  
STATE COLLEGE PA 16801

Business Address  
60 DECIBEL RD  
STATE COLLEGE PA 16801  
814-238-2461

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**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) December 5, 2007

**C-COR Incorporated**

(Exact name of Registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)

**0-10726**  
(Commission File Number)

**24-0811591**  
(I.R.S. Employer Identification No.)

**60 Decibel Road, State College, PA**  
(Address of principal executive offices)

**16801**  
(Zip Code)

Registrant's telephone number, including area code: (814)238-2461

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(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. below):

- 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 December 5, 2007, the board of directors of C-COR Incorporated (the “Company”) adopted certain amendments to add a new Section 5(c) to the Company’s Amended and Restated Articles of Incorporation and to add a new Section 5-4 to the Company’s Bylaws (the “Amendments”) to permit the issuance of uncertificated shares of the Company’s common stock. The purpose of the Amendments to comply with Rule 4350(l) of the NASDAQ Marketplace Rules which requires that the Company’s common stock be eligible to participate in a direct registration program. To be eligible to participate in a direct registration program, the Company’s organizational documents must permit the issuance of uncertificated shares.

The Amendments are attached to this Current Report as Exhibits 3.1 and 3.2 and are incorporated herein by reference. The description of the Amendments is qualified in its entirety by reference to Exhibits 3.1 and 3.2 hereto. The amendment to the Company’s Amended and Restated Articles of Incorporation was effective as of December 5, 2007.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<b>Number</b>	<b>Description of Document</b>
3.1	Amendment to Amended and Restated Articles of Incorporation
3.2	Amendment to the Bylaws

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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, thereunto duly authorized.

C-COR Incorporated  
(Registrant)

December 10, 2007

By:           /s/ Joseph E. Zavacky          

Name: Joseph E. Zavacky

Title: Controller and Assistant Secretary

**Amendment to  
the Amended and Restated Articles of Incorporation  
of C-COR Incorporated**

The Amended and Restated Articles of Incorporation, as amended, shall be further amended to add a new Section 5(c) to read in its entirety as follows:

5(c) Uncertificated Shares. Any or all classes and series of shares, or any part thereof, may be represented by certificates or may be uncertificated shares, provided, however, that any shares represented by a certificate that are issued and outstanding shall continue to be represented thereby until the certificate is surrendered to the Corporation. The rights and obligations of the holders of shares represented by certificates and the rights and obligations of the holders of uncertificated shares of the same class and series shall be identical.

**Amendment to  
the Bylaws of  
C-COR Incorporated**

The Bylaws shall be amended to add a new Section 5-4 to read in its entirety as follows:

5-4 Uncertificated Shares. The Board of Directors may authorize the issuance of uncertificated shares by the Corporation, and may prescribe procedures for the issuance and registration of transfer thereof, and with respect to such other matters relating to uncertificated shares as the Board of Directors may deem appropriate. No such authorization shall affect previously issued and outstanding shares represented by certificates until such certificates shall have been surrendered to the Corporation. Within a reasonable time after the issuance or transfer of any uncertificated shares, the Corporation shall issue or cause to be issued to the holder of such shares a written statement of the information required to be included on stock certificates under Pennsylvania law. Notwithstanding the adoption of any resolution providing for uncertificated shares, each registered holder of stock represented by uncertificated shares shall be entitled, upon request to the custodian of the stock transfer books of the Corporation, or other person designated as the custodian of the records of uncertificated shares, to have physical certificates representing such shares registered in such holder's name. The rights and obligations of the holders of uncertificated shares and those of certificated shares, of the same class or series, shall be identical.