

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

Filing Date: **2005-05-02** | Period of Report: **2005-04-29**  
SEC Accession No. **0001193125-05-092264**

([HTML Version](#) on [secdatabase.com](#))

### FILER

#### **PREMIERE GLOBAL SERVICES, INC.**

CIK: **880804** | IRS No.: **593074176** | State of Incorpor.: **GA** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-13577** | Film No.: **05790885**  
SIC: **7389** Business services, nec

Mailing Address	Business Address
3399 PEACHTREE RD NE THE LENOX BUILDING, SUITE 700 ATLANTA GA 30326	3399 PEACHTREE RD NE THE LENOX BUILDING, SUITE 700 ATLANTA GA 30326 4042628400

---

**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) April 29, 2005**

---

**PREMIERE GLOBAL SERVICES, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

---

**GEORGIA**

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

**000-27778**

**(Commission File Number)**

**59-3074176**

**(IRS Employer Identification No.)**

**3399 Peachtree Road, NE, Suite 700, Atlanta, Georgia 30326**

**(Address of Principal Executive Offices) (Zip Code)**

**404-262-8400**

**(Registrant's Telephone Number, Including Area Code)**

**(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))
-

---

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.**

On April 29, 2005, Premiere Global Services, Inc. (the “Company”) filed Articles of Amendment, effective as of 12:00 p.m. on April 30, 2005, with the Secretary of State for the State of Georgia to amend the Company’s Articles of Incorporation, as amended, to delete a prior amendment relating to the establishment and designation of the Series C Junior Participating Preferred Stock (the “Series C Preferred Stock”), thereby eliminating such series of preferred stock and reclassifying all of the former shares thereof (none of which have been issued) as undesignated preferred stock. The Company eliminated such series of preferred stock in connection with the termination, previously announced on March 15, 2005, of the preferred stock purchase rights representing the right to purchase one one-thousandth of a share of Series C Junior Participating Preferred Stock, which rights were subject to the terms and conditions of a Shareholder Protection Rights Agreement, dated as of June 23, 1998 (the “Rights Agreement”), by and between the Company and SunTrust Bank, Atlanta, as Rights Agent. A copy of the Articles of Amendment is filed herewith as Exhibit 3.1.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment to the Articles of Incorporation, as amended, of the Company eliminating the Series C Preferred Stock.

---

**SIGNATURE**

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.

**PREMIERE GLOBAL SERVICES, INC.**

Date: May 2, 2005

By: /s/ L. Scott Askins \_\_\_\_\_

L. Scott Askins

Sr. Vice President - Legal, General Counsel  
and Secretary

---

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment to the Articles of Incorporation, as amended, of the Company eliminating the Series C Preferred Stock.

**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
PREMIERE GLOBAL SERVICES, INC.**

**ARTICLE ONE**

The name of the Corporation is Premiere Global Services, Inc.

**ARTICLE TWO**

The Articles of Incorporation, as amended, of the Corporation are amended by:

Deleting in their entirety the Articles of Amendment of the Corporation filed with the Secretary of State of the State of Georgia on August 11, 1998, relating to the establishment and designation of Series C Junior Participating Preferred Stock, par value \$.01 per share, of the Corporation, thereby eliminating such series of preferred stock and reclassifying all of the former shares thereof (none of which have been issued) as undesignated preferred stock.

**ARTICLE THREE**

The foregoing amendment was adopted by the Board of Directors of the corporation on March 14, 2005 without shareholder action pursuant to the provisions of Section 14-2-1002 of the Georgia Business Corporation Code. The foregoing amendment did not require shareholder action.

The effective time and date of these Articles of Amendment shall be 12:00 p.m. on April 30, 2005.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its duly authorized officer this 26<sup>th</sup> day of April, 2005.

PREMIERE GLOBAL SERVICES, INC.

By: /s/ L. Scott Askins \_\_\_\_\_  
Name: L. Scott Askins  
Title: Senior Vice President - Legal, General Counsel  
and Secretary