

IRIDEX CORP
Form 8-K
April 01, 2019

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

March 27, 2019

(Date of Report (date of earliest event
reported))

IRIDEX CORPORATION

(Exact name of registrant as specified in
its charter)

~~Delaware~~ 77-0210467

(Commission File Number) (I.R.S.

or Employer

other Identification

jurisdiction Number)

of

incorporation

or

organization)

1212 Terra Bella Avenue

Mountain View, California 94043

(Address of principal executive offices,
including zip code)

(650) 940-4700

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On March 27, 2019, the Board of Directors of Iridex Corporation (the “Company”) amended and restated the Company’s bylaws (as so amended and restated, the “Bylaws”). Among other things, the amendments to the Bylaws:

- provide that the chairman of any stockholder meeting has the power to adjourn the meeting;
- clarify the requirements for stockholders to nominate directors or bring other business before an annual or special meeting of stockholders, including adjusting the dates on which director nominations or proposals of other business must be received by the Company in order to be in compliance with the Bylaws;
- clarify certain of the requirements related to stockholders acting by written consent; and
- make certain other language and conforming changes and other technical edits and updates.

The amendments to the Bylaws did alter the advance notice period for director nominations or proposals of business at the Company’s 2019 Annual Meeting of Stockholders.

The foregoing description of the amendments to the Bylaws is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

3.1 Amended and Restated Bylaws of Iridex Corporation, dated March 27, 2019.

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.

IRIDEX CORPORATION

By: /s/ William M. Moore

William M. Moore

President and Chief Executive Officer

Date: April 1, 2019

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