

AZZ INC  
Form 8-K  
November 27, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported):**

November 27, 2007

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**AZZ incorporated**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction  
of incorporation)

**1-12777**  
(Commission File Number)

**75-0948250**  
(IRS Employer

Identification No.)

**University Centre I, Suite 200**

**1300 South University Drive**

**Fort Worth, Texas 76107**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (817) 810-0095

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None

(Former name or former address, if changed since last report)

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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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**Section 5 Corporate Governance and Management**

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

On November 19, 2007, the Board of Directors of AZZ incorporated, a Texas corporation (the Company ) adopted Amended and Restated Bylaws (the Restated Bylaws ) amending Sections 6.01, 6.02 and 6.03 of the Company s existing Bylaws, effective on November 19, 2007, to permit the issuance of shares of the Company s capital stock in uncertificated form. The amendments will permit direct or book-entry registration of shares of the Company s capital stock and thereby facilitate the Company s eligibility to participate in a direct registration system ( DRS ). DRS will allow shares of the Company s capital stock to be owned, reported and transferred electronically in uncertificated form and without the need for physical stock certificates.

The summary above is qualified in its entirety by the Restated Bylaws filed herewith as Exhibit 3.1 to this report and incorporated herein by reference.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits. The following materials are filed as exhibits to this Current Report on Form 8-K;

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Bylaws of AZZ incorporated (as adopted November 19, 2007)

**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.

Date: November 27, 2007

AZZ incorporated  
(Registrant)

By: /s/ Dana L. Perry  
Dana L. Perry  
Senior Vice President Finance  
Chief Financial Officer