

GIGA TRONICS INC  
Form 8-K  
March 07, 2008

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):

March 4, 2008

Giga-tronics Incorporated

(Exact name of registrant as specified in its charter)

California

0-12719

94-2656341

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

4650 Norris Canyon Rd, San Ramon,  
California

94583

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

925-328-4656

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

(a) (1) On March 4, 2008, the Board of Directors of Giga-tronics Incorporated agreed to amend Article V, Indemnification and Advancement, of the Company's Bylaws, effective immediately.

(2) Article V is amended to include an updated definition of an "agent" of the Corporation, and thus allow mandatory indemnification of all directors and officers. Previously mandatory indemnification was for directors, and by action of the Board of Directors, may indemnify other agents. A copy of Article V as amended is attached as Exhibit 3.1(ii) to this Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

3.1(ii) article V of Bylaws, as amended.

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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 hereunto duly authorized.

Giga-tronics Incorporated

*March 7, 2008*

*By: /s/ Patrick J. Lawlor*

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*Name: Patrick J. Lawlor*

*Title: VP Finance, Chief Financial Officer and Secretary*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3.1(ii)	Article V of Giga-tronics Incorporated Bylaws, as amended (two pages).