

CONSOLIDATED WATER CO LTD  
Form 8-K  
June 06, 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  
June 4, 2008  
(Date of earliest event reported)  
**CONSOLIDATED WATER CO. LTD.**  
(Exact Name of Registrant as Specified in Charter)**

Cayman Islands, B.W.I.  
(State or Other Jurisdiction of  
Incorporation)

0-25248  
(Commission File No.)

Not Applicable  
(IRS Employer Identification No.)

The Regatta Office Park  
Windward Three, 4<sup>th</sup> Floor  
West Bay Road, P.O. Box 1114  
Grand Cayman, KY1-1102  
Cayman Islands  
(Address of Principal Executive Offices)  
(345) 945-4277  
(Registrant's telephone number, including area code)  
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 (see General Instructions 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. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 4, 2008, the Registrar of Companies (the Registrar ) of the Cayman Islands certified the Amended and Restated Memorandum of Association (the Amended Memorandum ) of Consolidated Water Co. Ltd. (the Company ). The Amended Memorandum was filed with the Registrar to reflect an increase in the authorized number of shares of the Company from 19,800,000 Ordinary Shares and 200,000 redeemable preference shares to 24,800,000 Ordinary Shares and 200,000 redeemable preference shares. The increase in the number of authorized shares was approved by the shareholders on May 14, 2008 at the Annual General Meeting of Shareholders.

The description of the Amended Memorandum contained in the report is qualified in its entirety by reference to the full text of the Amended Memorandum, a copy of which is attached hereto as Exhibit 3.1 to this Form 8-K and incorporated herein by reference.

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

(c) Exhibits.

| Exhibit No. | Title                                                                         |
|-------------|-------------------------------------------------------------------------------|
| 3.1         | Amended and Restated Memorandum of Association of Consolidated Water Co. Ltd. |

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.

CONSOLIDATED WATER CO. LTD.

By: /s/ Frederick W. McTaggart  
Name: Frederick W. McTaggart  
Title: President and Chief Executive  
Officer

Date: June 4, 2008

**EXHIBIT INDEX**

| Exhibit | Description                                                                        |
|---------|------------------------------------------------------------------------------------|
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