

ICOP DIGITAL, INC  
Form 8-K  
December 04, 2007

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**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): December 3, 2007

**ICOP DIGITAL, INC.**

(Exact name of registrant as specified in its charter)

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

**001-32560**  
(Commission  
File Number)

**84-1493152**  
(I.R.S. Employer  
Identification No.)

**16801 W. 116<sup>th</sup> Street**

**Lenexa, Kansas**  
(Address of principal executive offices)

**66219**  
(Zip Code)

Registrant's telephone number, including area code: 913-338-5550

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)

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- “ 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**

On December 3, 2007, the Board of Directors of ICOP Digital, Inc. (the Company ) acted to amend and restate the Company s Bylaws (the Bylaws ) to allow for the issuance of uncertificated shares that are registrable in book-entry form and to facilitate participation in the Direct Registration System ( DRS ). The objective of DRS is to allow investors to have securities registered in their names without the issuance of physical certificates, and to minimize the risks and delays associated the transfer of physical certificates.

The full text of the Third Amended and Restated Bylaws is filed as Exhibit 3.1 to this Current Report.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

3.1 Third Amended and Restated ByLaws

**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.

ICOP DIGITAL, INC.

December 3, 2007

By: /s/ David C. Owen  
Name: David C. Owen  
Title: Chief Executive Officer