

SUPERMEDIA INC.
Form 8-K
January 25, 2010

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

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Date of Report: (Date of Earliest Event Reported):

January 21, 2010

SUPERMEDIA INC.

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(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

1-32939
(Commission File Number)

20-5095175
(I.R.S. Employer
Identification Number)

2200 West Airfield Drive, P.O. Box 619810, DFW Airport, Texas 75261

(Address of Principal Executive Offices)

(972) 453-7000

(Registrant's telephone number, including area code)

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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The Company has entered into an indemnification agreement with Mr. Slater in order to assure that he is indemnified to the maximum extent permitted under applicable law. The indemnification agreement will be substantially in the form filed as Exhibit 10.7 to the Company's Current Report on Form 8-K filed on January 6, 2010.

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

On January 21, 2010, the Board approved the Company's Second Amended and Restated By-Laws. The amendments to the Company's By-Laws reflect changes made by the Amended and Restated Standstill Agreement, including changing the threshold percentage of the Company's issued and outstanding common stock that Paulson must own in order to be entitled to nominate a director to the Board.

The foregoing summary is qualified in its entirety by reference to the text of the Second Amended and Restated By-Laws, a copy of which is included as Exhibit 3.1 to this Current Report on Form 8-K. Such exhibit is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

A copy of the Company's press release dated January 25, 2010 announcing the Amended and Restated Standstill Agreement, the addition of Mr. Slater to the Board, and the amendments to the Company's By-Laws is furnished as part of this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

| Exhibit No. | Description |
|--------------------|---|
| 3.1 | Second Amended and Restated By-Laws |
| 10.1 | Amended and Restated Standstill Agreement, dated January 21, 2010 |
| 99.1 | Press Release dated January 25, 2010 |

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.

SUPERMEDIA INC.

| | | |
|-----|-------------------|---|
| By: | /s/ Cody Wilbanks | |
| | Name: | Cody Wilbanks |
| | Title: | Executive Vice President General Counsel and Secretary |

Date: January 25, 2010

EXHIBIT INDEX

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