

AMPHENOL CORP /DE/  
Form 8-K  
January 27, 2016

**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) **January 14, 2016**

**AMPHENOL CORPORATION**

(Exact name of registrant as specified in its charter)

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

**1-10879**  
(Commission File Number)

**22-2785165**  
(IRS Employer Identification No.)

**358 Hall Avenue, Wallingford, Connecticut**  
(Address of principal executive offices)

**06492**  
(Zip Code)

Registrant's telephone number, including area code **(203) 265-8900**

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 8.01**

**Other Events.**

On December 21, 2015, the Delaware Chancery Court issued an opinion in *In re VAALCO Energy, Inc. Stockholder Litigation*, Consol. C.A. No. 11775-VCL, invalidating as a matter of law provisions of the certificate of incorporation and bylaws of VAALCO Energy, Inc., a Delaware corporation, that permitted the removal of VAALCO's directors by its stockholders only for cause. The Chancery Court held that, in the absence of a classified board or cumulative voting, VAALCO's only for-cause director removal provisions conflict with Section 141(k) of the Delaware General Corporation Law and are therefore invalid.

Clause 7 of Article SIXTH of the Restated Certificate of Incorporation (the Charter) of Amphenol Corporation (the Company) contains a similar only for-cause director removal provision, and the Company does not have a classified board of directors or cumulative voting. In light of the VAALCO decision, the Company will not attempt to enforce such only for-cause director removal provision.

On January 14, 2016, further as a result of the VAALCO decision, the Board of Directors of the Company adopted resolutions (the Resolutions) setting forth an amendment to the Company's Charter (the Proposed Amendment) in order to provide that, consistent with Section 141(k) of the Delaware General Corporation Law, any director, or the entire Board of Directors, may be removed from office at any time, with or without cause, by the affirmative vote of the majority of the shares then entitled to vote at an election of directors. The Resolutions also declared the advisability of the Proposed Amendment and directed that the Proposed Amendment be considered at the 2016 annual meeting of stockholders.

**Signature**

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 thereunto duly authorized.

AMPHENOL CORPORATION

By: /s/ R. Adam Norwitt  
R. Adam Norwitt  
President and Chief Executive Officer

Date: January 27, 2016