

DRIL-QUIP INC  
Form 8-K  
March 23, 2011

**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 23, 2011

**DRIL-QUIP, INC.**

(Exact name of registrant as specified in its charter)

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

**001-13439**  
(Commission  
File Number)

**74-2162088**  
(I.R.S. Employer  
Identification No.)

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**13550 Hempstead Highway**

**Houston, Texas**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (713) 939-7711**

**77040**  
(Zip 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 (*see* General Instruction A.2):

- 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))

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

On March 23, 2011, the Board of Directors of Dril-Quip, Inc. (the Company ) approved an amendment to the Company s amended and restated bylaws. The amendment clarifies the vote required for approval of the appointment of independent public accountants and provides for the vote required for approval of any matter recommended to the stockholders by the Board of Directors with respect to the compensation of executives, including any advisory vote regarding executive compensation. For each of the foregoing matters, the vote required for approval shall be the affirmative vote of a majority of the votes cast for or against the matter.

The above summary is qualified in its entirety by the full text of the Amended and Restated Bylaws, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed as part of this report:

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Bylaws of Dril-Quip, Inc.

**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 hereunto duly authorized.

DRIL-QUIP, INC.

By: /s/ Jerry M. Brooks  
Jerry M. Brooks  
Vice President Finance, Chief Financial Officer and  
Secretary

Date: March 23, 2011

**EXHIBIT INDEX**

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