

TRANSCAT INC  
Form 8-K  
May 08, 2009

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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)**

**May 4, 2009  
Transcat, Inc.**

(Exact name of registrant as specified in its charter)

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

**000-03905**  
(Commission  
File Number)

**16-0874418**  
(IRS Employer  
Identification No.)

**35 Vantage Point Drive, Rochester, New York**  
(Address of principal executive offices)

**14624**  
(Zip Code)

Registrant's telephone number, including area code

**585-352-7777**

(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)
  - 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 May 4, 2009, the Board of Directors of Transcat, Inc. (the Company) amended Article I, Section 1 of the Company's Code of Regulations (Meetings of Shareholders Annual Meeting) to change the annual meeting date of shareholders from the third Tuesday in August each year to such day as may be designated by the Board of Directors. In addition, the Board of Directors amended Article I, Section 4 (Meetings of Shareholders Notice of Meetings) and Article IX, Section 5 (Certificates for Shares Closing of the Transfer Books; Record Date) to change the reference in these sections from fifty (50) days to sixty (60) days.

The amendments are effective as of May 4, 2009.

The preceding description of the amendments is qualified in its entirety by reference to the full text of the Company's Code of Regulations, as amended, which are attached as Exhibit 3.1 to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

Exhibit No.	Description
3.1	Code of Regulations, as amended

**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.

**TRANSCAT, INC.**

Dated: May 8, 2009

By: /s/ John J. Zimmer  
John J. Zimmer  
Vice President of Finance and Chief Financial  
Officer