

TUCOWS INC /PA/
Form 8-K
November 29, 2007

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): **November 26, 2007**

TUCOWS INC.

(Exact Name of Registrant Specified in Charter)

Pennsylvania
(State or Other
Jurisdiction of
Incorporation)

0-28284
(Commission File
Number)

23-2707366
(IRS Employer
Identification No.)

96 Mowat Avenue, Toronto, Ontario, Canada
(Address of Principal Executive Offices)

M6K 3M1
(Zip Code)

Registrant's telephone number, including area code: **(416) 535-0123**

Not Applicable

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(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:

- 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))
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ITEM 5.03. Amendments to Articles of Incorporation of Bylaws; Change in Fiscal Year

The board of directors of Tucows Inc. (the Company) approved and adopted the Fourth Amended and Restated Articles of Incorporation of the Company (the Amended Articles), authorizing the Company to issue uncertificated shares. The Amended Articles were adopted to comply with the rules of the American Stock Exchange which require that the Company's securities be eligible for participation in the Direct Registration System (DRS), currently operated by The Depository Trust & Clearing Corporation, by January 1, 2008. DRS allows shareholders to have shares of the Company's securities registered in their names without the issuance of physical stock certificates and allows them to electronically transfer shares of the Company's securities to broker-dealers in order to effect transactions without the need to transfer physical stock certificates. The Amended Articles were effective upon filing with the Commonwealth of Pennsylvania on November 26, 2007.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Exhibit |
|-----------------------|--|
| 3.1 | Fourth Amended and Restated Articles of Incorporation of Tucows Inc. |

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.

TUCOWS INC.

By: /s/ Michael Cooperman
 Michael Cooperman
 Chief Financial Officer

Dated: November 29, 2007

EXHIBIT INDEX

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