

TITANIUM METALS CORP  
Form 8-K  
December 21, 2005

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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):

December 21, 2005

Titanium Metals Corporation

(Exact name of registrant as specified in its charter)

Delaware

0-28538

13-5630895

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1999 Broadway, Ste 4300, Denver, Colorado

80202

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

303-296-5600

Not Applicable

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 December 21, 2005, the Board of Directors of Titanium Metals Corporation ("TIMET") approved the amendment of TIMET's By-Laws, which amendment is effective December 21, 2005. The amended By-Laws delete an obsolete reference to TIMET's former registered agent, and modify the provisions regarding appointment of officers to provide for the appointment of more than one President and to provide that all of the offices that may be filled by appointments of the Board of Directors are permissive rather than mandatory.

**Item 9.01 Financial Statements and Exhibits.**

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Item No. 3.

By-Laws of Titanium Metals Corporation, as amended and restated effective December 21, 2005

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**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.

*December 21, 2005*

Titanium Metals Corporation

By: *Matthew O'Leary*

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*Name: Matthew O'Leary*

*Title: Corporate Attorney & Assistant Secretary*

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Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                         |
|---------------------------|---|
| 3.(c)                     | Amended and Restated By-Laws Effective 12/21/2005 |