

LSI INDUSTRIES INC  
Form 8-K  
November 20, 2008

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 20, 2008

LSI INDUSTRIES INC.  
(Exact name of Registrant as specified in its Charter)

Ohio  
(State or Other Jurisdiction of  
Incorporation)

0-13375  
(Commission File Number)

31-0888951  
(IRS Employer Identification  
No. )

10000 Alliance Road, Cincinnati, Ohio  
(Address of Principal Executive Offices)

45242  
(Zip Code)

Registrant's telephone number, including area  
code

(513) 793-3200

(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 (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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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 November 20, 2008 at the Annual Meeting of Shareholders, the shareholders of LSI Industries Inc. adopted an amendment to Article X of LSI's Code of Regulations which had been proposed by LSI's Board of Directors. The amendment allows LSI's Board to amend the Regulations without shareholder approval in circumstances permitted by the Ohio Revised Code. Specifically, LSI's Board is now free to amend the Regulations in such areas as the establishment of the fiscal year, the time and place of meetings, advance notice provisions of proposals and director nominations, establishment of officers and committees, and enactment of indemnification provisions. The amendment became effective upon such adoption.

The text of new Article X included in LSI's Amended and Restated Regulations is filed with this Current Report on Form 8-K as Exhibit 3.1 and incorporated herein by reference. The foregoing summary of the amendment to Article X is qualified in its entirety by reference to the specific provisions thereof.

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
3.1	LSI's Amended and Restated Code of Regulations.

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.

LSI INDUSTRIES INC.

/s/ Ronald S. Stowell  
Ronald S. Stowell  
Vice President, Chief Financial  
Officer  
and Treasurer  
(Principal Accounting Officer)

November 20, 2008