

ENTERPRISE BANCORP INC /MA/  
Form 8-K  
May 05, 2006

## 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 5, 2006 (May 2, 2006)

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## ENTERPRISE BANCORP, INC.

(exact name of registrant as specified in charter)

**Massachusetts**  
(State or Other Jurisdiction  
of Incorporation)

**0-21021**  
(Commission  
File Number)

**04-3308902**  
(IRS Employer  
Identification No.)

**222 Merrimack Street**  
**Lowell, Massachusetts**  
(address of principal  
executive offices)

**01852**  
(Zip Code)

**(978) 459-9000**  
(Registrant's telephone number, including area 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:

- 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)

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- 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**

**Amendment to By-laws**

On May 2, 2006, in accordance with authority granted under the registrant's articles of organization and by-laws, and pursuant to applicable Massachusetts law, the Board of Directors of the registrant voted to amend and restate the registrant's by-laws in their entirety, which became effective upon the Board's adoption of such vote. The purpose for such amendment and restatement of the registrant's by-laws was to reflect changes in the statutory laws of the Commonwealth of Massachusetts applicable to business corporations incorporated under Massachusetts law, such as the registrant, and to otherwise reflect appropriate corporate governance standards. A copy of the registrant's Amended and Restated By-laws, as approved and adopted by the Board of Directors, which is marked to show the specific changes to the language of the registrant's by-laws as they were in effect immediately prior to such amendment and restatement, is included as Exhibit 3.2 to this report.

**Item 9.01.**

**Financial Statements and Exhibits**

- (a) Not applicable
- (b) Not applicable
- (c) The following exhibit is included with this report:

Exhibit 3.2 Amended and Restated By-laws of Enterprise Bancorp, Inc. as approved by Board of Directors on May 2, 2006 (marked to show changes to prior by-laws)

**[Remainder of Page Intentionally Blank]**

**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.

**ENTERPRISE BANCORP, INC.**

Date: May 5, 2006

By:

/s/ JAMES A. MARCOTTE  
James A. Marcotte  
Executive Vice President, Treasurer  
and Chief Financial Officer

3

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