

NETGEAR, INC
Form 8-K
January 31, 2017

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):
January 27, 2017

NETGEAR, INC.
(Exact name of Registrant as specified in its charter)

Delaware	000-50350	77-0419172
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

350 East
Plumeria
Drive
San Jose,
CA 95134
(Address,
including
zip code,
of principal
executive
offices)

(408)
907-8000
Registrant's
telephone
number,
including
area code

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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)
 - ☐ 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 January 27, 2017, the Board of Directors (the “Board”) of NETGEAR, Inc. (“NETGEAR”) adopted amendments to NETGEAR’s Amended and Restated Bylaws (as so amended, the “Bylaws”) to implement certain procedural enhancements to Section 3.8 (Special Meetings; Notice) and Section 3.9 (Quorum). The Board considered and approved these amendments to the Bylaws in connection with an annual review of executive succession planning procedures. These amendments provide for (1) NETGEAR’s Lead Independent Director to have the power to call a special meeting of the Board, (2) electronic notice of Board meetings and (3) a reduced notice period and quorum requirement for Board meetings in the event of an emergency succession event.

The foregoing description is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
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3.2	Amended and Restated Bylaws of NETGEAR, Inc.
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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.

Dated: January 31, 2017

NETGEAR, INC.

By: /s/ Andrew W. Kim

Andrew W. Kim

Senior Vice President, Corporate Development and General Counsel

EXHIBIT INDEX

Exhibit Number	Description
3.2	Amended and Restated Bylaws of NETGEAR, Inc.