

Item 5.03 – Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 30, 2009, the Board of Directors of Rock-Tenn Company (“RockTenn”) approved an amendment to RockTenn’s Bylaws, that became effective on December 14, 2009, to provide that a director elected to fill a vacancy shall serve until the next election of directors by the shareholders, rather than through the unexpired term of his predecessor.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Amendment to the Bylaws of Rock-Tenn Company.

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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.

Date: December 14, 2009

ROCK-TENN COMPANY

By /s/ Robert B. McIntosh

Name: Robert B. McIntosh

Title: Executive Vice President,
General Counsel and Secretary