

CARRIAGE SERVICES INC
Form 8-K
March 11, 2019

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): March 8, 2019 (March 6, 2019)

Carriage Services, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|------------------------------------|
| Delaware | 1-11961 | 76-0423828 |
| | | (IRS |
| (State or other jurisdiction of incorporation) | (Commission File Number) | Employer Identification No.) |

3040 Post Oak Boulevard, Suite 300
Houston, Texas 77056
(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code:
(713) 332-8400

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 communication 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On March 6, 2019, the Board of Directors (the “Board”) of Carriage Services, Inc. (the “Company”) approved an amendment to Section 3.2 of Article III of the Company's Amended and Restated Bylaws to remove plurality voting of directors in uncontested director elections, and provide for majority election of directors in such elections, with a board rejectable resignation should an incumbent director not receive a majority. The amendment became effective immediately after approval by the Board and is filed with this report as Exhibit 3.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

The following is furnished as part of this Current Report on Form 8-K:

3.1 Second Amendment to the Amended and Restated Bylaws of Carriage Services, Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Carriage Services, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CARRIAGE SERVICES, INC.

Dated: March 8, 2019 By: /s/ Viki K. Blinderman

Viki K. Blinderman

Senior Vice President, Principal Financial Officer and Secretary

INDEX TO EXHIBITS

Exhibit Description

3.1 Second Amendment to the Amended and Restated Bylaws of Carriage Services, Inc.