

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

At the Annual Meeting of Shareholders of Photonic Products Group, Inc. (the “Company”) held on June 2, 2010, the shareholders approved an amendment to the Company’s Restated Certificate of Incorporation, as amended, providing for the classification of the Company’s Board of Directors into three classes with staggered three year terms of office. On June 9, 2010, the Board of Directors (a) approved a Restated Certificate of Incorporation incorporating all amendments through that date and (b) adopted an amendment to Section 3.5 of the Company’s By-laws to conform to the new staggered board provisions. The Company’s Restated Certificate of Incorporation and By-laws, as amended, are attached hereto as Exhibits 3.1 and 3.2.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3.1 Restated Certificate of Incorporation of Photonic Products Group, Inc., adopted June 9, 2010.

3.2 By-laws of Photonic Products Group, Inc., adopted June 9, 2010.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PHOTONIC PRODUCTS GROUP, INC.

Date: June 15, 2010

By: /s/ William J. Foote
William J. Foote
Chief Financial Officer

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EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|---|
| 3.1 | Restated Certificate of Incorporation of Photonic Products Group, Inc., dated June 9, 2010. |
| 3.2 | By-laws of Photonic Products Group, Inc., dated June 9, 2010. |