

BIODELIVERY SCIENCES INTERNATIONAL INC

Form 8-K

November 17, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or Section 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 17, 2017**

**BioDelivery Sciences International, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**001-31361**  
**(Commission**  
**File Number)**

**35-2089858**  
**(IRS Employer**

**Identification No.)**

**4131 ParkLake Ave., Suite #225**

**27612**

**Raleigh, NC**  
**(Address of principal executive offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: 919-582-9050**

**Not Applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to 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)

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 the Articles of Incorporation or Bylaws; Change in Fiscal Year**

On November 17, 2017, the Board of Directors (the **Board**) of BioDelivery Sciences International, Inc. (the **Company**) adopted the Second Amended and Restated Bylaws of the Company (the **Second Amended Bylaws**). The Second Amended Bylaws became effective on November 17, 2017. The only material change to the Second Amended Bylaws compared to the Company's previous amended and restated bylaws was a change in the threshold of stockholder vote needed at a duly called meeting of stockholders to remove a member of the Board for cause from sixty-six and two-thirds percent (66 2/3%) of the stockholders entitled to vote at such meeting to a majority of the holders of shares entitled to vote at such meeting. This change was made in order for the Company's bylaws to be in conformance with current Delaware law.

**Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibit are filed with this report.

**Exhibit**

<b>No.</b>	<b>Description of Exhibit</b>
3.1	<u>Second Amended and Restated By-laws of the Company, adopted on November 17, 2017</u>

**SIGNATURES**

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

November 17, 2017

BIODELIVERY SCIENCES INTERNATIONAL, INC.

By: /s/ Ernest R. De Paolantonio

Name: Ernest R. De Paolantonio

Title: Chief Financial Officer, Treasurer and Secretary