

GENEREX BIOTECHNOLOGY CORP
Form 8-K
December 05, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): December 3, 2007

GENEREX BIOTECHNOLOGY CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

<u>Delaware</u> (State or Other Jurisdiction of Incorporation)	<u>000-25169</u> (Commission File Number) Number)	<u>98-0178636</u> (IRS Employer Identification
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<u>33 Harbour Square, Suite 202, Toronto, Ontario</u> <u>Canada</u> (Address of Principal Executive Offices)	<u>M5J 2G2</u> (Zip Code)
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Registrant's telephone number, including area code: (416) 364-2551

N/A

(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 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))

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

The Board of Directors of Generex Biotechnology Corporation (the "Company") amended Article IV of the Company's Amended and Restated By-Laws (the "By-Laws"), effective as of December 3, 2007, to allow for the issuance of uncertificated shares. By being able to issue uncertificated shares, the Company may now participate in the Direct Registration System, which is currently administered by The Depository Trust Company. The Direct Registration System allows investors to have securities registered in their names without the issuance of physical certificates and allows investors to electronically transfer securities to broker-dealers in order to effect transactions without the risks and delays associated with transferring physical certificates. The amendment to the By-Laws also provides that each registered stockholder shall be entitled to a stock certificate upon written request to the transfer agent or registrar of the Company. The full text of the By-Laws, as amended, is filed as Exhibit 3(ii) to this Current Report, and amended Article IV thereof is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

3(ii)	Amended and Restated By-Laws of Generex Biotechnology Corporation
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SIGNATURE

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.

GENEREX BIOTECHNOLOGY CORPORATION

Date: December 5, 2007

By:

/s/ Rose C. Perri
Chief Operating Officer and
Chief Financial Officer
(principal financial officer)