

RICHARDSON ELECTRONICS LTD/DE  
Form 8-K  
September 15, 2008

**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) : *September 10, 2008***

**RICHARDSON ELECTRONICS, LTD.**

(Exact name of registrant as specified in its charter)

*Delaware*  
(State or other jurisdiction)

*0-12906*  
(Commission File Number)

*36-2096643*  
(IRS Employer)

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of incorporation)

Identification No.)

*40 W267 Keslinger Road, P.O. Box 393, LaFox, Illinois*  
(Address of principal executive offices)

*60147-0393*  
(Zip Code)

**Registrant's telephone number, including area code: (630) 208-2200**

(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.**

On September 10, 2008, the Board of Directors of the Company amended the Company's by-laws to reduce the number of members of the Board of Directors from eight to seven effective as of the date of the Company's next annual meeting of stockholders, currently scheduled to take place on October 7, 2008. A copy of the by-laws, as amended, is filed as Exhibit 3.1 to this Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

Exhibit 3.1 Amended and Restated By-laws of the Company.

**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.

RICHARDSON ELECTRONICS, LTD.

Date: September 15, 2008

By: /s/ Kyle C. Badger

Name: Kyle C. Badger

Title: Executive Vice President, General Counsel And Secretary

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description of Exhibits</b>
3.1	Amended and Restated By-laws of the Company