

TRANSCAT INC  
Form 8-K  
May 03, 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) **May 1, 2019**

**Transcat, Inc.**

(Exact name of registrant as specified in its charter)

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

**000-03905**  
(Commission  
File Number)

**16-0874418**  
(IRS Employer  
Identification No.)

**35 Vantage Point Drive, Rochester, New York**  
(Address of principal executive offices)

**14624**  
(Zip Code)

Registrant's telephone number, including area code **585-352-7777**

(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:

- 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.

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class            | Trading Symbol(s) | Name of each exchange on which registered |
|--------------------------------|-------------------|---|
| Common Stock, \$0.50 par value | TRNS              | Nasdaq Global Market                      |

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

On May 1, 2019, the Board of Directors of Transcat, Inc. (the "Company") approved an amendment to Article I, Section 3, "Place of Meetings" of the Company's Code of Regulations, as amended, to provide that, as an alternative to meetings held at any physical place, such meetings may be held solely by means of communications equipment, as the Board of Directors may determine.

The foregoing description of the amendment to the Code of Regulations, as amended, does not purport to be complete and is qualified in its entirety by reference to the full text of the Code of Regulations, as amended, which is attached to this Form 8-K as Exhibit 3.1.

### **Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

| Exhibit No. | Description  |
|-------------|--|
| <u>3.1</u>  | <u>Code of Regulations of Transcat, Inc., as amended through May 1, 2019</u> |

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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.

**TRANSCAT, INC.**

Dated: May 3, 2019

By:

/s/ Michael J. Tschiderer  
Michael J. Tschiderer  
Vice President of Finance and Chief Financial Officer

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