

IRWIN FINANCIAL CORP  
Form 8-K  
August 06, 2009

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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): July 31, 2009

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IRWIN FINANCIAL CORPORATION

(Exact Name of Registrant as Specified in its Charter)

INDIANA

001-16691

35-1286807

(State or Other Jurisdiction of  
Incorporation)

(Commission File Number)

(I.R.S. Employer Identification  
No.)

500 Washington Street

Columbus, Indiana 47201

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(812) 376-1909**

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)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

a.) On July 31, 2009, the Board of Directors of the Corporation amended the Corporation's By-Laws to add new Section 5.15 to Article 5 thereof, in order to elect not to be governed by new Indiana Code Section 23-1-33-6(c) of the Indiana Business Corporation Law (the "IBCL"). The new IBCL provision, which became effective July 1, 2009, imposes mandatory staggered terms for the members of the board of directors of all public companies incorporated in Indiana unless, on or before July 31, 2009, the company adopts a bylaw expressly electing not to be governed by the provision. Even if a company elects to "opt out" of the mandatory IBCL staggered board requirement, the company may maintain or adopt a staggered board in compliance with the provisions of the company's articles or bylaws. A company that does opt out on or before July 31, 2009, may subsequently rescind the election to opt out and cause the company to become subject to the mandatory staggered board requirement.

The Corporation currently maintains a staggered Board of Directors in compliance with its By-Laws. The new provision of the Corporation's By-laws is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**ITEM 9.01. Financial Statements and Exhibits.**

d.) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	New Section 5.15 of Article 5 of the Corporation's By-Laws.

**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.

**IRWIN FINANCIAL CORPORATION**

(Registrant)

Date: August 6, 2009

By: /s/ Steven R. Schultz

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STEVEN R. SCHULTZ  
*First Vice President and General Counsel*

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	New Section 5.15 of Article 5 of the Corporation's By-Laws.