

INFOSONICS CORP
Form 8-K
March 09, 2007

**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): **March 5, 2007**

InfoSonics Corporation

(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation)	001-32217 (Commission File Number)	33-0599368 (IRS Employer Identification No.)
	5880 Pacific Center Blvd., San Diego, CA (Address of principal executive offices)	92121 (Zip Code)

Registrant's telephone number, including area code **(858) 373-1600**

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 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 March 5, 2007, the company's board of directors unanimously approved an amendment to the company's Bylaws to comply with the Securities and Exchange Commission's newly approved regulations allowing for securities to be listed on a Direct Registration System.

The company's articles of incorporation and Bylaws are silent on the issue of uncertificated shares and thus it is necessary for the company to amend its Bylaws to add the following language to Section 1 of Article V to facilitate the Direct Registration System for its securities:

“Notwithstanding any other provision in these Bylaws, the corporation may adopt a system of issuance, recordation and transfer of its shares by electronic or other means not involving any issuance of certificates, including provisions for notice to purchasers in substitution for any required statements on certificates, and as may be required by applicable corporate securities laws, which system has been approved by the United States Securities and Exchange Commission. Any system so adopted shall not become effective as to issued and outstanding certificated securities until the certificates therefore have been surrendered to the corporation.”

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.

InfoSonics Corporation

/s/ Jeffrey Klausner
Chief Financial Officer

Dated: March 9, 2007