

WASHINGTON MUTUAL, INC  
Form 8-K  
February 07, 2007

**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): February 1, 2007

**WASHINGTON MUTUAL, INC.**

(Exact name of Registrant as specified in its charter)

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

**1-14667**  
(Commission File Number)

**91-1653725**  
(I.R.S. Employer  
Identification No.)

**1301 SECOND AVENUE,**  
**SEATTLE, WASHINGTON 98101**  
(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code: (206) 461-2000

(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))

**SECTION 5 – CORPORATE GOVERNANCE AND MANAGEMENT**

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

On February 1, 2007, Washington Mutual, Inc. (the "Company") amended Section 3.11 of its Restated Bylaws to add new majority voting procedures for all uncontested elections of the Company's directors. The new procedures provide that in an uncontested election of the Company's directors, any nominee who does not receive a majority of the shares cast shall promptly offer his or her resignation to the Company's Board of Directors following the meeting at which the election occurred. A vote of the "majority of shares cast" means that the number of shares voted "for" a director exceeds the number of votes affirmatively voted as "withheld" from that director. The Company's Governance

