

INTELLIGENT SYSTEMS CORP

Form 8-K

December 07, 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): December 7, 2007**

**Intelligent Systems Corporation**  
(Exact name of registrant as specified in its charter)

**Georgia**

(State or other Jurisdiction of  
Incorporation)

**001-09330**

(Commission File Number)

**58-1964787**

(IRS Employer Identification No.)

**4355 Shackleford Road, Norcross, Georgia**

(Address of Principal Executive Offices)

**30093**

(Zip Code)

Registrant's telephone number, including area code: **(770) 381-2900**

**NONE**

(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))

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

On December 7, 2007, the Board of Directors of Intelligent Systems Corporation (the Company ) approved and adopted Amended and Restated Bylaws of the Company, which include amendments to Article Seven thereof to expressly provide for the ability to issue uncertificated shares. These amendments are intended to comply with Rule 778 of the American Stock Exchange Rules and Section 135 of the American Stock Exchange Company Guide, which require issuers to be eligible for a direct registration program that permits an investor's ownership to be recorded and maintained on the books of the issuer or its transfer agent without the issuance of a physical stock certificate.

The foregoing description of the Amended and Restated Bylaws is qualified in its entirety by reference to the Amended and Restated Bylaws, a copy of which is attached as Exhibit 3.2 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

3.2 Amended and Restated Bylaws of Intelligent Systems Corporation

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Intelligent Systems Corporation**

By: /s/ Bonnie Herron  
Bonnie L. Herron  
Vice President and CFO

Dated: December 7, 2007

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
3.2	Amended and Restated Bylaws of Intelligent Systems Corporation