GENERAL DYNAMICS CORP Form 8-K February 05, 2009

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) February 5, 2009 (February 4, 2009)

GENERAL DYNAMICS CORPORATION

 $(Exact\ Name\ of\ Registrant\ as\ Specified\ in\ Its\ Charter)$

Delaware (State or Other Jurisdiction 1-3671 (Commission File Number)

13-1673581 (IRS Employer

Edgar Filing: GENERAL DYNAMICS CORP - Form 8-K

of Incorporation) Identification No.)

2941 Fairview Park Drive, Suite 100, Falls Church, Virginia (Address of Principal Executive Offices)

22042-4513 (Zip Code)

(703) 876-3000

(Registrant s Telephone Number, Including Area Code)

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:

- 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))

Edgar Filing: GENERAL DYNAMICS CORP - Form 8-K

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

On February 4, 2009, the Board of Directors of General Dynamics Corporation amended and restated the company s bylaws.

Article II Section 2 of the bylaws was amended to require a special meeting of stockholders to be called by the Board upon written request by a single holder of at least 10% or one or more holders representing in the aggregate at least 25% in each case of the outstanding voting power of the company. The amendments set forth certain requirements relating to the written requests, including that multiple meeting requests be received by the company within 60 days of the earliest dated meeting request.

The Amended and Restated Bylaws of the company are attached hereto as Exhibit 3.2.

Item 9.01 Financial Statements and Exhibits

- (d) Exhibits
 - 3.2 Amended and Restated Bylaws of General Dynamics Corporation (As amended effective February 4, 2009)

-2-

Edgar Filing: GENERAL DYNAMICS CORP - Form 8-K

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.

GENERAL DYNAMICS CORPORATION

by /s/ John W. Schwartz
John W. Schwartz
Vice President and Controller
(Authorized Officer and Chief Accounting Officer)

Dated: February 5, 2009