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IMPAX LABORATORIES INC

FORM 8-K
(Current report filing)

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Telephone	510-240-6000
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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): July 2, 2015

Impax Laboratories , Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-34263**	**65-0403311**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

30831 Huntwood Avenue, Hayward, CA	**94544**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(510) 240-6000**

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 5.02(b). Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers Submission of Matters to a Vote of Security Holders.

On July 6, 2015, Impax Laboratories, Inc. (the "Company") announced that Larry Hsu, Ph.D., a member of the Company's Board of Directors (the "Board") resigned from the Board effective as of July 2, 2015. Dr. Hsu was a co-founder of the Company and had served as the Company's President and Chief Executive Officer from October 2006 until April 2014.

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

On and effective July 7, 2015, the Board amended the amended and restated bylaws of the Company, as amended (the " Bylaws "). The amendment to the Bylaws ("Amendment No. 2") amend Article III, Section 14 of the Bylaws to decrease the maximum number of directors authorized to serve on the Board from nine to eight. As amended, this section provides that the authorized number of directors shall be no less than one nor more than eight.

The foregoing summary of Amendment No. 2 does not purport to be complete and is qualified in its entirety by reference to Amendment No. 2, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is filed herewith.

Exhibit No.	Description
3.1	Amendment No. 2 to the Amended and Restated Bylaws of Impax Laboratories, Inc.

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.

Dated: July 8, 2015

IMPAX LABORATORIES, INC

By: /s/ Bryan M. Reasons

Name: Bryan M. Reasons
Title: Senior Vice President, Finance and Chief Financial Officer

Exhibit No.	Description
3.1	Amendment No. 2 to the Amended and Restated Bylaws of Impax Laboratories, Inc.

Exhibit 3.1

AMENDMENT NO. 2 TO
AMENDED AND RESTATED BYLAWS OF
IMPAX LABORATORIES, INC., AS AMENDED

The Amended and Restated Bylaws of Impax Laboratories, Inc., as amended (the "Bylaws") are hereby amended as follows:

1. Section 14 of Article III shall be amended and restated in its entirety to read as follows:

"SECTION 14. NUMBER. The authorized number of directors shall be no less than one nor more than eight. Within the foregoing limits, the number of directors shall be fixed from time to time by resolution adopted by the Board. (Del Code Ann., tit. 8, §§ 141 (b))."

2. Except as expressly modified hereby, the Bylaws and all the provisions contained therein shall remain in full force and effect.

This Amendment No. 2 to the Bylaws was adopted by the Board of Directors of Impax Laboratories, Inc., effective July 7, 2015.

/s/ Mark A. Schlossberg
Name: Mark A. Schlossberg
Title: Senior VP, General Counsel and Corporate Secretary