

ARC DOCUMENT SOLUTIONS, INC.

FORM 8-K (Current report filing)

Filed 12/27/12 for the Period Ending 12/24/12

Address	1981 N. BROADWAY, SUITE 385 WALNUT CREEK, CA 94596
Telephone	925 949-5100
CIK	0001305168
Symbol	ARC
SIC Code	7330 - Mailing, Reproduction, Commercial Art And
Industry	Business Services
Sector	Services
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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 24, 2012

American Reprographics Company
(Exact Name of Registrant as Specified in its Charter)

STATE OF DELAWARE
(State or other jurisdiction of
Incorporation or Organization)

001-32407
(Commission
File Number)

20-1700361
(I.R.S. Employer
Identification No.)

1981 N. Broadway, Suite 385, Walnut Creek, California
(Address of Principal Executive Offices)

94596
(Zip Code)

Registrant's telephone number, including area code (925) 949-5100

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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws.

On December 24, 2012, American Reprographics Company, or the Registrant, filed a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in order to change the Registrant's name to ARC Document Solutions, Inc. effective December 31, 2012. The name change will be effected through a short-form merger pursuant to Section 253 of the Delaware General Corporation Law, or the DGCL, by merging a wholly owned subsidiary of the Registrant with and into the Registrant with the Registrant as the surviving corporation in the merger. Pursuant to the DGCL, the merger does not require stockholder approval and will have the effect of amending the Registrant's certificate of incorporation solely to reflect the new legal name. The merger and resulting name change will not affect the rights of the Registrant's security holders. There will be no other changes to the Registrant's certificate of incorporation or bylaws.

As a result of the name change, the Registrant will also change the CUSIP number for the Registrant's common stock to 00191G 103. The Registrant's common stock will continue to trade on the New York Stock Exchange under the symbol "ARC."

A copy of the Certificate of Ownership and Merger effecting the name change, as filed with the Secretary of State of the State of Delaware on December 24, 2012, is attached hereto as Exhibit 3.1 and is incorporated herein by reference. A copy of the Registrant's press release dated December 27, 2012 is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Ownership and Merger as filed with Secretary of State of the State of Delaware, which will become effective by its terms on December 31, 2012.
99.1	Press release, dated December 27, 2012, announcing the name change.

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: December 27, 2012

AMERICAN REPROGRAPHICS COMPANY

By: /s/ Kumarakulasingam Suriyakumar
Kumarakulasingam Suriyakumar
Chief Executive Officer and President

EXHIBIT INDEX

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CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
ARCDOC, INC.
WITH AND INTO
AMERICAN REPROGRAPHICS COMPANY

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

American Reprographics Company, a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger of ARCDoc, Inc., a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted at a meeting held on November 9, 2012, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

RESOLVED, that the Subsidiary be incorporated under the General Corporation Law of the State of Delaware;

FURTHER RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger");

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger;

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof;

FURTHER RESOLVED, that the officers of the Company be and each of them hereby is authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger;

FURTHER RESOLVED, that upon the filing of the certificate of ownership and merger, Article I of the Amended and Restated Certificate of Incorporation of the Company shall be amended in its entirety to read as follows:

“The name of this corporation is ARC Document Solutions, Inc. (“Corporation”).”

FOURTH: This Certificate of Ownership and Merger shall be effective at December 31, 2012

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this /s/ 24th day of /s/ December 2012.

By: /s/ Kumarakulasingam Suriyakumar

Name: Kumarakulasingam Suriyakumar

Title: President

ARC ANNOUNCES CORPORATE NAME CHANGE TO ARC DOCUMENT SOLUTIONS

WALNUT CREEK, California (December 27, 2012) – ARC (NYSE:ARC), a leading document solutions company in the U.S., today announced that it will formally change its Delaware corporate name from American Reprographics Company and will henceforth be known as ARC Document Solutions, Inc. The name change amends the company’s certificate of incorporation, which was filed with the Delaware Secretary of State on December 24, 2012 to be effective December 31, 2012. The company’s NYSE stock symbol, ARC, remains unchanged.

“Changing our name to ARC Document Solutions is both the conclusion of a long-term strategy to consolidate our brand, and the beginning of a new and exciting phase in the company’s history,” said K. “Suri” Suriyakumar, the company’s chairman, president and CEO. “Our role as the consolidator of the reprographics industry has allowed us to establish a very strong position in the AEC industry. With more than one hundred thousand customer relationships built over decades, a unique national footprint, purchasing power with major equipment manufacturers, and ten years of investments in document management software, we have entered the managed print services market place with unparalleled confidence and strength.”

Mr. Suriyakumar continued, “Given our leading position in the reprographics industry, we are amply prepared to handle any reprographics work that comes to us as the result of the slow recovery in the construction space. Meanwhile, our ability to grow organically is positioned to come from our expansion in both MPS and affiliated document management services. It’s an exciting combination and puts us in a strong position for modest growth for the first time since 2008. I can’t think of a better time to update our identity and reflect our new value in the marketplace.”

ARC Document Solutions is based in the U.S. with significant operations in Canada, and a growing presence in China, India, and the United Kingdom. It is the only document solutions company serving the AEC industry that can provide nationwide, comprehensive document management services through a combination of local service facilities in more than 40 states, 13 digital color service centers, online channels including web-based applications, and traditional software. ARC Document Solution’s largest customers are served by its Global Services unit, a corporate sales force focused on large regional and national customers. The company was originally formed in 1997 in California, grew via acquisition to include more than 50 of the nation’s best-known companies in the industry, and in 2005 became a publicly-traded company on the New York Stock Exchange.

For more information, please visit ARC Document Solution’s web page at [www. e-arc.com](http://www.e-arc.com), or contact us at 925-949-5100.

About ARC Document Solutions (NYSE:ARC)

ARC Document Solutions is a leading document solutions company providing business-to-business document management technology and services to the architectural, engineering and construction, or AEC industries. The Company also provides document management services to companies in non-AEC industries, such as technology, financial services, retail, entertainment, and food and hospitality. ARC provides its services through its suite of technology products, a worldwide network of service centers, and on-site at more than 6,000 customer locations, allowing the provision of services to more than 100,000 active customers around the globe.

Forward-Looking Statements

This press release contains forward-looking statements that are based on current opinions, estimates and assumptions of management regarding future events and the future financial performance of the Company. Words such as “anticipated,” “trends,” “opportunities,” “transform,” “positioned to” and similar expressions identify forward-looking statements and all statements other than statements of historical fact, including, but not limited to, any projections regarding earnings, revenues, industry position, market position and financial performance of the Company, could be deemed forward-looking statements. We caution you that such statements are only predictions and are subject to certain risks and uncertainties that could cause actual results to differ materially from those contained in the forward-looking statements. Factors that could cause our actual results to differ materially from those set forth in the forward-looking statements include, but are not limited to, current economic conditions and downturn in the architectural, engineering and construction (AEC) industries specifically, and the timing and nature of any economic recovery; our inability to mitigate revenue exposure to the cyclical nature of the AEC industries; our inability to streamline operations and reduce and/or manage costs; our failure to develop and introduce new services successfully, including expansion of client service capabilities in our core AEC market; competition in our industry and innovation by our competitors; our failure to anticipate and adapt to future changes in our industry; our failure to take advantage of market opportunities and/or to complete acquisitions; our dependence on certain key vendors for equipment, maintenance services and supplies; and damage or disruption to our facilities, our technology centers, our vendors or a majority of our customers. The foregoing list of risks and uncertainties is illustrative but is by no means exhaustive. For more information on factors that may affect our future performance, please review our periodic filings with the U.S. Securities and Exchange Commission, and specifically the risk factors set forth in our most recent reports on Form 10-K and Form 10-Q. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

Contact info:

David Stickney
Vice President Corporate Communications
925-949-5110
Email: david.stickney@e-arc.com