

APPLE INC

FORM 8-K (Current report filing)

Filed 06/06/14 for the Period Ending 06/06/14

Address	ONE INFINITE LOOP CUPERTINO, CA 95014
Telephone	(408) 996-1010
CIK	0000320193
Symbol	AAPL
SIC Code	3571 - Electronic Computers
Industry	Computer Hardware
Sector	Technology
Fiscal Year	09/27

**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

June 6, 2014

Date of Report (Date of earliest event reported)

APPLE INC.

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction
of incorporation)

000-10030
(Commission
File Number)

94-2404110
(IRS Employer
Identification No.)

1 Infinite Loop
Cupertino, California 95014
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(408) 996-1010**

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

Effective on June 6, 2014, Apple Inc. (“Apple”) amended its Amended and Restated Articles of Incorporation to increase the number of shares of common stock, par value \$0.00001 per share, that Apple is authorized to issue from 1,800,000,000 to 12,600,000,000 and to provide that as of 5 p.m., Pacific Daylight Time, on June 6, 2014, each share of common stock outstanding shall be automatically, and with no further action by the holder of such share, split into seven shares of common stock. The foregoing description is qualified in its entirety by reference to the full text of the Restated Articles of Incorporation, 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.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Restated Articles of Incorporation of Apple Inc. effective as of June 6, 2014

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.

APPLE INC.
(Registrant)

Date: June 6, 2014

By: /s/ D. Bruce Sewell
D. Bruce Sewell
Senior Vice President,
General Counsel and Secretary

INDEX TO EXHIBITS

**Exhibit
Number**

Description

3.1 Restated Articles of Incorporation of Apple Inc. effective as of June 6, 2014

RESTATED ARTICLES OF INCORPORATION**OF
APPLE INC.****I**

The name of the corporation is Apple Inc.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

This corporation is authorized to issue one class of shares designated "Common Stock," par value \$0.00001 per share. The number of shares of Common Stock that this corporation is authorized to issue is 12,600,000,000. As of 5:00 p.m., Pacific Daylight Time, on June 6, 2014, each share of Common Stock outstanding shall be automatically, and with no further action by the holder of such share, split into seven shares of Common Stock.

IV

Section 1. *Limitation of Directors' Liability* . The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 2. *Indemnification of Corporate Agents* . The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

Section 3. *Repeal or Modification* . Any repeal or modification of the foregoing provisions of this Article IV by the shareholders of this corporation shall not adversely affect any right or protection of an agent of this corporation existing at the time of such repeal or modification.

V

There shall be no right with respect to shares of stock of this corporation to cumulate votes in the election of directors.