

CHRISTOPHER & BANKS CORP  
Form 8-K  
October 01, 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: **October 1, 2009**  
(Date of earliest event reported)

**CHRISTOPHER & BANKS CORPORATION**

(Exact name of registrant as specified in its charter)

Commission File Number: **001-31390**

**Delaware**  
(State or other jurisdiction of incorporation)

**06-1195422**  
(IRS Employer Identification No.)

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**2400 Xenium Lane North  
Plymouth, Minnesota 55441**  
(Address of principal executive offices, including zip code)

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**(763) 551-5000**

(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))
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**Item 8.01 Other Events.**

The Company's Board of Directors ( Board ), upon the recommendation of the Board's Governance and Nominating Committee, has unanimously agreed to submit to the stockholders at the Company's 2010 Annual Meeting of Stockholders a binding proposal to amend the Company's Restated Certificate of Incorporation and Restated By-Laws to declassify the Board and move to the annual election of directors.

If approved by the stockholders, directors will be elected for one-year terms rather than the current staggered three-year terms, beginning with the class of directors whose terms expire in 2010. Therefore, if the proposal passes, by the 2012 Annual Meeting of Stockholders all directors will be elected annually for one-year terms.

**SIGNATURE**

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.

CHRISTOPHER & BANKS CORPORATION

By: */s/ Rodney Carter*  
Rodney Carter  
Executive Vice President, Chief Financial Officer

Date: October 1, 2009