

BRADY CORP  
Form 8-K  
November 23, 2010

**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): November 18, 2010**

**BRADY CORPORATION**

(Exact name of registrant as specified in its charter)

**Wisconsin**

**1-14959**

**39-0971239**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**6555 West Good Hope Road  
Milwaukee, Wisconsin**

**53223**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(414) 358-6600**

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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On November 18, 2010, Brady Corporation (the Corporation) issued a press release announcing its fiscal 2011 first quarter financial results. A copy of the press release is being furnished to the Securities and Exchange Commission as Exhibit 99.1 attached hereto and is incorporated herein by reference.

Item 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

(b) Effective November 18, 2010, in connection with the Corporation's Annual Shareholders Meeting, Director Robert C. Buchanan retired from the Corporation's Board of Directors.

Item 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On November 18, 2010, the Corporation's Board of Directors approved an amendment to the Corporation's Bylaws. Section 3.04 of Article III of the Bylaws was amended to provide that special meetings of the Board of Directors may be called by or at the request of the Lead Independent Director in addition to the Chairman of the Board, the President, or any two directors. The Bylaws, as amended, became effective immediately upon approval by the Board of Directors. The foregoing description of the Bylaws, as amended, is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is filed herewith as Exhibit 3.2 and is incorporated herein by reference.

Item 5.07 SUBMISSIONS OF MATTERS TO A VOTE OF SECURITY HOLDERS

On November 18, 2010, at the Corporation's Annual Shareholders Meeting, the holders of all of the 3,538,628 shares of the Corporation's Class B Common Stock voted unanimously in favor of electing the following persons to serve as the Corporation's directors until the next annual meeting of shareholders and until their successors have been elected:

Patrick W. Allender  
Gary S. Balkema  
Chan W. Galbato  
Conrad G. Goodkind  
Frank W. Harris  
Frank M. Jaehnert  
Elizabeth P. Pungello  
Bradley C. Richardson

Item 8.01 OTHER EVENTS

On November 18, 2010, the Corporation's Board of Directors approved an increase in the annual retainer of the Lead Independent Director from \$10,000 to \$15,000, effective immediately.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

The following are filed as Exhibits to this Report.

| Exhibit No. | Description of Exhibit  |
|-------------|---|
| 3.2         | Bylaws of Brady Corporation, as amended.  |
| 99.1        | Press Release of Brady Corporation, dated November 18, 2010, relating to first quarter fiscal 2011 financial results. |

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.

BRADY CORPORATION

Date: November 23, 2010

/s/ THOMAS J. FELMER  
Thomas J. Felmer  
Senior Vice President &  
Chief Financial Officer

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EXHIBIT INDEX

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