

FRANKLIN ELECTRIC CO INC  
Form 8-K  
March 01, 2016

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): February 26, 2016

FRANKLIN ELECTRIC CO., INC.

(Exact name of registrant as specified in its charter)

|                          |                          |                                   |
|--------------------------|--------------------------|-----------------------------------|
| Indiana                  | 0-362                    | 35-0827455                        |
| (State of incorporation) | (Commission File Number) | (IRS employer identification no.) |

|  |            |
|--|------------|
| 9255 Coverdale Road                      |            |
| Fort Wayne, IN                           | 46809      |
| (Address of principal executive offices) | (Zip code) |

(260) 824-2900  
(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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) At the regularly scheduled meeting on February 26, 2016 of the Franklin Electric Co., Inc. Board of Directors, and in accordance with the Company's Amended and Restated Bylaws (the "Bylaws") and policy, directors Jerome D. Brady and Thomas L. Young retired from the Board after having attained age 72. Their retirements were effective as of the end of such meeting.

Item 5.03. Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.

(a) In connection with the expected retirements of Messrs. Brady and Young, the Board of Directors amended the Bylaws, with an effective date of February 26, 2016, by decreasing the number of directors from nine to seven. A copy of the Bylaws, as amended, is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

| Exhibit Number | Description  |
|----------------|--|
| 3.1            | Amended and Restated Bylaws of Franklin Electric Co., Inc. |

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.

FRANKLIN ELECTRIC CO., INC.  
(Registrant)

Date: March 1, 2016

By /s/ John J. Haines  
John J. Haines  
Vice President and Chief Financial Officer and Secretary  
(Principal Financial and Accounting Officer)

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EXHIBIT INDEX

| Exhibit Number | Description  |
|----------------|--|
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