

ATLANTIS PLASTICS INC

Form 8-K

December 21, 2007

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**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  
December 19, 2007**

**Date of Report (Date of earliest event reported)**  
**Atlantis Plastics, Inc.**  
(Exact Name of Registrant as Specified in Charter)

**Delaware**

**001-09487**

**06-1088270**

(State or Other  
Jurisdiction of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**1870 The Exchange, Suite 200,  
Atlanta, Georgia  
30339**

(Address of Principal Executive Offices) (Zip Code)  
**(800) 497-7659**

(Registrant's telephone number, including area code)

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 (*see* General Instruction A.2. below):

- 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 December 19, 2007, our Board of Directors amended and restated Article Five of our bylaws to, among other things, provide us with the ability to issue uncertificated shares as required by the Nasdaq Capital Market. The ability to issue uncertificated shares enables our company to participate in the direct registration system administered by the Depository Trust Company. The direct registration system will allow our stockholders to have shares of common stock registered in their names without the issuance of physical certificates and will give these stockholders the ability to electronically transfer shares to brokers in order to effect transactions without the need to transfer physical certificates. Stockholders will still be entitled to stock certificates if they so request in writing.

The full text of our amended and restated bylaws is filed herewith as Exhibit 3.2 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Business Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(c) *Shell Company Transactions.*

Not applicable.

(d) *Exhibits.*

Exhibit  
Number

3.2 Amended and Restated Bylaws of Atlantis Plastics, Inc.

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**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.

ATLANTIS PLASTICS, INC.

Date: December 21, 2007

By: /s/ V.M. Philbrook  
V.M. Philbrook  
President and Chief Operating Officer

By: /s/ Paul G. Saari  
Paul G. Saari  
Senior Vice President, Finance and  
Chief Financial Officer

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3.2 Amended and Restated Bylaws of Atlantis Plastics, Inc.