

CONVERSION SERVICES INTERNATIONAL INC
Form 8-K
December 27, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 26, 2007 (December 20, 2007)

Conversion Services International, Inc.

(Exact name of registrant as specified in its charter)

| | | |
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| Delaware (State or other jurisdiction of incorporation) | 0-30420 (Commission File Number) | 20-0101495 (IRS Employer Identification No.) |
|--|--|--|

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|--|---------------------|
| 100 Eagle Rock Avenue, East Hanover, New Jersey (Address of principal executive offices) | 07936 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (973) 560-9400

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 to 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))
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Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13e-4(c))

Item 5.03. Amendments of Articles of Incorporation or Bylaws

On December 20, 2007, the Board of Directors of Conversion Services International, Inc. (the “Company”) approved and adopted amendments to Section 6.01 and 6.02 of the Company’s Bylaws to provide for the issuance of uncertificated shares of the Company and the eligibility of the Company’s securities to be traded in book-entry form. The Board of Directors adopted these amendments to its Bylaws to comply with the requirements of the American Stock Exchange that the securities of listed issuers be eligible for listing and transfer through the Direct Registration System. The amendments to the Bylaws were effective immediately upon adoption. A copy of the amended and restated bylaws is filed herewith as exhibit 3.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------|
|--------------------|--------------------|

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| 3.1 | Amended and Restated Bylaws of Conversion Services International, Inc. effective as of December 20, 2007. |
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

December 20, 2007

CONVERSION SERVICES INTERNATIONAL, INC.

By: /s/ Scott Newman

Name: Scott Newman

Title: President and Chief Executive Officer
