

G-ESTATE LIQUIDATION STORES, INC.

FORM 8-K (Current report filing)

Filed 05/11/17 for the Period Ending 05/05/17

Address	1926 SOUTH 67TH STREET OMAHA, NE 68106
Telephone	402-691-4000
CIK	0001490636
Symbol	GMANQ
SIC Code	5600 - Retail-Apparel & Accessory Stores
Industry	Department Stores
Sector	Consumer Cyclical
Fiscal Year	01/28

**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): May 5, 2017

G-Estate Liquidation Stores, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-34842
(Commission File Number)

26-3171987
(IRS Employer
Identification No.)

1926 South 67th Street
Omaha, Nebraska 68106
(Address of principal executive offices, zip code)

(402) 691-4000
(Registrant's telephone number, including area code)

GORDMANS STORES, INC.
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective May 5, 2017, Gordmans Stores, Inc. (the “Company”) changed its name to G-Estate Liquidation Stores, Inc. To effect its name change, the Company filed an amendment to its certification of incorporation to change its name effective May 5, 2017 (“Certificate of Amendment”).

In addition, effective May 5, 2017, the Company amended its bylaws to reflect the name change to G-Estate Liquidation Stores, Inc. (“Amended Bylaws”).

The name change does not affect the rights of the Company’s security holders. There were no other changes to the Company’s certificate of incorporation or bylaws in connection with the name change.

A copy of the Certificate of Amendment effecting the name change, as filed with the Delaware Secretary of State on May 5, 2017, is filed as Exhibit 3.1 hereto and is incorporated reference herein. A copy of the Amended Bylaws is filed as Exhibit 3.2 hereto and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
3.1	Certificate of Amendment to Certificate of Incorporation, effective May 5, 2017
3.2	Amended Bylaws, effective May 5, 2017

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.

G-ESTATE LIQUIDATION STORES, INC.

Date: May 11, 2017

By: /s/ James B. Brown

Name: James B. Brown

Title: Executive Vice President, Chief Financial Officer, Treasurer, and
Assistant Secretary

EXHIBIT INDEX

Exhibit Number	Description
3.1	Certificate of Amendment to Certificate of Incorporation, effective May 5, 2017
3.2	Amended Bylaws, effective May 5, 2017

CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
GORDMANS STORES, INC.

* * * * *

*Adopted in accordance with the provisions
of §242 and/or §303 of the General Corporation Law
of the State of Delaware*

* * * * *

James B. Brown, being the Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary of Gordmans Stores, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That the Amended and Restated Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article One in its entirety and substituting in lieu thereof a new Article One to read as follows:

ARTICLE ONE

The name of the Corporation is G-Estate Liquidation Stores, Inc. (the "Corporation").

SECOND: That the foregoing amendment has been approved by the Board of Directors of the Corporation pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware and/or authorized by an order of the United States Bankruptcy Court pursuant to the provisions of Section 303 of the General Corporation Law of the State of Delaware.

* * * * *

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set his hand this 5th day of May, 2017.

GORDMANS STORES, INC., a Delaware
corporation

By: /s/ James B. Brown

Name: James B. Brown

Title: Executive Vice President, Chief Financial Officer,
Treasurer and Assistant Secretary

**FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS OF
GORDMANS STORES, INC.**

The following amendment to the Amended and Restated Bylaws (the “Bylaws”) of Gordmans Stores, Inc. (the “Company”) has been adopted in accordance with the Bylaws and is set forth below:

1. The heading of the Bylaws is replaced in its entirety with the following:

**“ AMENDED AND RESTATED BYLAWS
OF
G-ESTATE LIQUIDATION STORES, INC.”**

2. Section 1 of Article 1 is replaced in its entirety with the following:

Section 1. Offices. G-Estate Liquidation Stores, Inc. (the “Corporation”) may have an office or offices other than its registered office at such place or places, either within or outside the State of Delaware, as the Board of Directors of the Corporation (the “Board of Directors”) may from time to time determine or the business of the Corporation may require.
