

# AVID BIOSERVICES, INC.

## FORM 8-K (Current report filing)

Filed 03/13/18 for the Period Ending 03/07/18

Address	2642 MICHELLE DRIVE, SUITE 200 TUSTIN, CA, 92780
Telephone	714.508.6100
CIK	0000704562
Symbol	CDMO
SIC Code	2834 - Pharmaceutical Preparations
Industry	Pharmaceuticals
Sector	Healthcare
Fiscal Year	04/30

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): **March 7, 2018**

**AVID BIOSERVICES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of other jurisdiction  
of incorporation)

**001-32839**  
(Commission File Number)

**95-3698422**  
(IRS Employer  
Identification No.)

**2642 Michelle Drive, Suite 200, Tustin, California 92780**  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(714) 508-6100**

(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 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.**

On March 7, 2018, the Board of Directors, or Board, of Avid Bioservices, Inc., or the Company, approved and adopted Amendment No. 1 to the Company's Amended and Restated Bylaws dated November 7, 2014, or the Bylaw Amendment, which Bylaw Amendment became effective immediately upon its adoption by the Board. The Bylaw Amendment revises section 6 of Article II, which relates to the vote required to approve any matter brought before any meeting of stockholders.

The foregoing summary of the Bylaw Amendment is qualified in its entirety by reference to the complete text of the Amendment, a copy of which is attached hereto as Exhibit 3.2 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following material is filed as an exhibit to this Current Report on Form 8-K:

**Exhibit  
Number**

3.2 [Amendment No. 1 to Amended and Restated Bylaws.](#)

**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.

Date: March 13, 2018

AVID BIOSERVICES, INC.

By: /s/ Paul J. Lytle  
Paul J. Lytle  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
3.2	<a href="#"><u>Amendment No. 1 to Amended and Restated Bylaws.</u></a>

AMENDMENT NO. 1  
TO THE AMENDED AND RESTATED BYLAWS  
OF  
AVID BIOSERVICES, INC.

Pursuant to resolutions duly adopted and approved by the Board of Directors of Avid Bioservices, Inc. (f/k/a Peregrine Pharmaceuticals, Inc.), or the Company, at a duly authorized meeting of the Board of Directors of the Company on March 7, 2018, at which a quorum was present, the Amended and Restated Bylaws of the Company are amended as follows:

Section 6 of ARTICLE II of the Amended and Restated Bylaws of the Company is hereby amended and restated in its entirety to read as follows:

“**Voting.** Except as otherwise required by law, or provided by the Certificate of Incorporation or these Bylaws, any question brought before any meeting of stockholders at which a quorum is present shall be decided by the vote of the holders of a majority of the stock represented and entitled to vote on the subject matter. Unless otherwise provided in the Certificate of Incorporation, each stockholder represented at a meeting of stockholders and entitled to vote on the subject matter shall be entitled to cast one vote for each share of the capital stock held by such stockholder. Such votes may be cast in person or by proxy, but no proxy shall be voted on or after three (3) years from its date, unless such proxy provides for a longer period. Elections of directors need not be by ballot unless the chairman of the meeting so directs or unless a stockholder demands election by ballot at the meeting and before the voting begins.”

Except as set forth in this Amendment No. 1, the Amended and Restated Bylaws remain in full force an effect and are not otherwise modified or amended.

The undersigned, Mark R. Ziebell, Secretary of the Company, hereby certifies that the foregoing Amendment No. 1 to the Amended and Restated Bylaws was duly adopted by resolution of the Board of Directors of the Company of March 7, 2018.

Dated: March 13, 2018

/s/ Mark R. Ziebell  
Mark R. Ziebell, Secretary