

CVS CORP
Form 8-K
June 02, 2005

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): **June 1, 2005**

CVS CORPORATION

(Exact Name of Registrant
as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-01011
(Commission File Number)

One CVS Drive
Woonsocket, Rhode Island
(Address of Principal Executive Offices)

05-0494040
(IRS Employer Identification No.)

02895
(Zip Code)

Registrant's telephone number, including area code: **(401) 765-1500**

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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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o 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.

In preparation for a transition to the Depository Trust Company's Direct Registration System for publicly traded securities for the registration of the Company's common stock, the Company's Board of Directors amended Article V of the Company's Bylaws to provide for the issuance of uncertificated securities and related matters. Attached hereto as Exhibit 3.2 and incorporated by reference herein is a copy of the Company's Amended and Restated Bylaws, effective as of June 1, 2005, reflecting the foregoing amendment.

Item 9.01 Financial Statements and Exhibits.

(c) **Exhibits**

3.2 Amended and Restated Bylaws of CVS Corporation, effective as of June 1, 2005

SIGNATURES

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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.

CVS CORPORATION

By: /s/ David B. Rickard
David B. Rickard
Executive Vice President, Chief
Financial Officer and Chief
Administrative Officer

Dated: June 1, 2005