

FIDELITY D & D BANCORP INC
Form 8-K
November 21, 2007

**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): **November 20, 2007**

Fidelity D & D Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other
jurisdiction of
incorporation)

333-90273
(Commission
File Number)

23-3017653
(IRS Employer
Identification No.)

Blakely and Drinker Streets, Dunmore, PA
(Address of principal executive offices)

18512
(Zip Code)

Registrant's telephone number, including area code: **570-342-8281**

Registrant's telephone number, including area code: 570-342-8281

Edgar Filing: FIDELITY D & D BANCORP INC - Form 8-K

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))
-

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

On November 20, 2007, the Board of Directors of Fidelity D & D Bancorp, Inc. (the Company) approved amendments to Articles 24 and 25 of the Company s By-Laws in order to permit the issuance of shares of the Company s stock in uncertificated form. The amendments will permit direct or book-entry registration of shares of the Company s stock and make the Company eligible to participate in a Direct Registration Program. A Direct Registration Program allows shares of the Company s stock to be owned, reported and transferred electronically in uncertificated form and without the need for physical stock certificates.

A copy of the Amended By-Laws of the Company is attached as Exhibit 3.2 to this current report on Form 8-K and is incorporated herein by reference. The description of the amendments is qualified in its entirety by reference to Exhibit 3.2.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

3.2. Amended and Restated By-Laws of Fidelity D & D Bancorp, Inc.

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.

Fidelity D & D Bancorp, Inc.

Date: November 21, 2007

BY: /s/ Salvatore R. DeFrancesco, Jr.

Name: Salvatore R. DeFrancesco, Jr.

Title: Treasurer & Chief Financial Officer

:205178