

HEXCEL CORP /DE/
Form 8-K
December 17, 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

December 17, 2007 **(December 13, 2007)**

Date of report (Date of earliest event reported)

Hexcel Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware
(State of Incorporation)

1-8472
(Commission File No.)

94-1109521
(IRS Employer Identification No.)

Two Stamford Plaza

281 Tresser Boulevard

Stamford, Connecticut 06901-3238

(Address of Principal Executive Offices and Zip Code)

(203) 969-0666

(Registrant's telephone number, including area code)

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N/A

(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 (see General Instruction A.2. below):

- Written Communication 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))
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Section 5 Corporate Governance and Management

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

Effective as of December 13, 2007, Sections 38 and 39 of the Company's bylaws were amended to permit the issuance and transfer of uncertificated shares of the Company's stock so that the Company will be eligible to participate in the Direct Registration System (DRS). Recent changes adopted by the New York Stock Exchange require that the Company be eligible to participate in the DRS by January 1, 2008.

A copy of the Company's bylaws, as amended, are filed as Exhibit 3 to this report and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3 Bylaws of Hexcel Corporation, amended and restated as of December 13, 2007.

Signature

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

HEXCEL CORPORATION

December 17, 2007

/s/ Ira J. Krakower
Ira J. Krakower
Senior Vice President

Exhibit Index

| Exhibit No. | Description |
|--------------------|---|
| 3 | Bylaws of Hexcel Corporation, amended and restated as of December 13, 2007. |
