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NELNET INC  
Form 8-K  
November 18, 2004

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 16, 2004

NELNET, INC.  
(Exact name of registrant as specified in its charter)

NEBRASKA	001-31924	84-0748903
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

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121 SOUTH 13TH STREET  
SUITE 201  
LINCOLN, NEBRASKA 68508  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code (402) 458-2370  
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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:

- 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))

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

Nelnet, Inc. amended its bylaws, effective as of November 16,

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2004. The amendment to the bylaws is contained in Article III thereof, which eliminates the former requirement for appointment of persons to fill certain designated offices and adds a grant of discretion to Nelnet, Inc.'s Board of Directors to determine which of the described offices are to be filled.

Item 9.01. Financial Statements and Exhibits.

A copy of the Third Amended and Restated Bylaws of Nelnet, Inc. is attached as Exhibit 3.1 to this Current Report.

### 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.

Dated: November 18, 2004

NELNET, INC.

By: /s/ Terry J. Heimes

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Name: Terry J. Heimes  
Title: Chief Financial Officer

### EXHIBIT INDEX

Exhibit No. -----	Description -----
3.1	Third Amended and Restated Bylaws of Nelnet, Inc.