



Results of Operations and Financial Condition.

Item 2.02 On July 29, 2016, Barnes Group Inc. (the "Company") issued a press release announcing the financial results of operation reference.

The information in this Current Report on 8-K and the exhibit attached hereto shall not be deemed to be "filed" for the purposes of the Exchange Act or Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing to an Amendment to the Articles of Incorporation or Bylaws; Changes in Fiscal Year.

Item 5.03 July 28, 2016, the Board of Directors (the "Board") of the Company amended and restated the Company's By-Laws (the "Amended and Restated By-Laws") which permits a stockholder, or a group of up to 20 stockholders, owning 3% or more of the Company's outstanding common stock, to nominate up to 20% of the total number of directors then serving on the Board, provided that the stockholder provides written notice of nomination to the Board. The Amended and Restated By-Laws also includes certain clarifications, updates and other, non-substantive changes to the advance notice provisions in Article I, Section 7.

At the Company's 2017 annual meeting of stockholders, the Company intends to submit the Proxy Access By-Law to its stockholders for their approval. The Proxy Access By-Law will be removed from the Amended and Restated By-Laws. The other changes made to the Amended and Restated By-Laws are described below.

This description of the amendments to the Company's By-Laws is qualified in its entirety by reference to the full text of the Amended and Restated By-Laws.

Financial Statements and Exhibits.

Item 9.01 Exhibit 3.1: Amended and Restated By-Laws of Barnes Group Inc., effective July 28, 2016.

Exhibit 99.1: Press Release issued July 29, 2016, announcing the financial results of operations for the second quarter and full year 2016.

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: July 29, 2016 BARNES GROUP INC.  
(Registrant)

By: /s/ CHRISTOPHER J. STEPHENS, JR.  
Christopher J. Stephens, Jr.  
Senior Vice President, Finance and  
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Document Description
3.1	Amended and Restated By-Laws, effective July 28, 2016.
99.1	Press Release, dated July 29, 2016.