

COMPUTER PROGRAMS & SYSTEMS INC

Form 8-K

January 22, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): January 22, 2019

COMPUTER PROGRAMS AND SYSTEMS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State of Incorporation)

000-49796
(Commission

74-3032373
(IRS Employer

File Number)
6600 Wall Street, Mobile, Alabama 36695

Identification No.)

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(Address of Principal Executive Offices, including Zip Code)

(251) 639-8100

(Registrant's telephone number, including area code)

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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.

Effective January 22, 2019, the Board of Directors (the Board) of Computer Programs and Systems, Inc. (the Company) adopted an amendment (the Amendment) to Article II, Section 2.2(a) of the Company s Bylaws. The Amendment extends the date by which nominations of persons for election to the Board may be submitted with respect to the Company s 2019 annual meeting of shareholders to 5:00 p.m. Central time on February 28, 2019. A copy of the Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 8.01. Other Events.

On January 22, 2019, the Company issued a press release announcing the Amendment, a copy of which is filed as Exhibit 99.1 to this report and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number	Description
3.1	<u>Amendment to Amended and Restated Bylaws of Computer Programs and Systems, Inc.</u>
99.1	<u>Press release dated January 22, 2019</u>

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.

COMPUTER PROGRAMS AND SYSTEMS, INC.

Date: January 22, 2019

By: /s/ J. Boyd Douglas
J. Boyd Douglas
President and Chief Executive Officer