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CHROMCRAFT REVINGTON INC

Form 8-K

August 05, 2005

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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): August 1, 2005

CHROMCRAFT REVINGTON, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 1-13970 | 35-1848094 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

1100 North Washington Street
Delphi, Indiana 46923
(Address of Principal Executive Offices, including Zip Code)

(765) 564-3500
(Registrant's Telephone Number, Including Area Code)

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 communications pursuant to Rule 425 under the Securities Act
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

The Board of Directors of Chromcraft Revington, Inc. (the "Company") amended the Company's By-Laws effective as of August 1, 2005. Specifically, the Board of Directors amended Sections 1, 6, 7, 8, 9 and 10 of Article IV of the By-Laws.

Prior to the amendments, the By-Laws provided that the President would serve as the Chief Executive Officer of the Company. The amendments, in essence, provide that the Chairman of the Board will serve as the Chief Executive Officer of the Company and that the Chairman of the Board will have the ability to assign certain duties and responsibilities to the other officers of the Company.

ITEM 7.01. REGULATION FD DISCLOSURE.

The Board of Directors elected Benjamin M. Anderson-Ray, the Company's Chief Executive Officer, to the additional position of Chairman of the Board, effective on August 1, 2005. The Company issued a press release announcing Mr. Anderson-Ray's election on August 3, 2005. The full text of the press release is set forth in Exhibit 99.1 hereto. Mr. Anderson-Ray had previously been appointed to the Board of Directors of the Company on June 22, 2005.

The information in the exhibit attached hereto is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as otherwise expressly stated in such filing.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

- (c) Exhibits.
- 3.2 By-Laws of the Company, as amended effective August 1, 2005.
- 99.1 Press Release of the Company dated August 3, 2005.

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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.

Date: August 4, 2005

CHROMCRAFT REVINGTON, INC.

By: /s/ Frank T. Kane

Frank T. Kane
Vice President - Finance and
Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|--|
| 3.2 | By-Laws of Chromcraft Revington, Inc., as amended effective August 1, 2005 |
| 99.1 | Press Release of Chromcraft Revington, Inc. dated August 3, 2005 |