

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

ACACIA RESEARCH CORP

Form: 8-K

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Corporate Issuer CIK: 934549

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

Date of Report (Date of earliest event reported): July 28, 2020

ACACIA RESEARCH CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

001-37721

95-4405754

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

4 Park Plaza, Suite 550
Irvine, California

92614

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (949) 480-8300

Not applicable

(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 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	ACTG	The NASDAQ Stock Market, LLC

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 Bylaws; Change in Fiscal Year.

On July 28, 2020, the Board of Directors (the "Board") of Acacia Research Corporation (the "Company") adopted a Certificate of Amendment (the "Bylaw Amendment") of the Second Amended and Restated Bylaws of the Company (the "Bylaws") to provide that (i) unless the Company consents in writing to the selection of an alternative forum, the federal district courts of the United States shall be the sole and exclusive forum for the resolution of any claims under the Securities Act of 1933, as amended, and (ii) consistent with the Company's Amended and Restated Certificate of Incorporation, the Bylaws may be amended or repealed either by approval of 66 2/3% of the outstanding shares of the Company entitled to vote on such action or by the approval of the Board, for those amendments to the Bylaws for which Board approval alone is sufficient under the General Corporation Law of Delaware .

The foregoing description of the Bylaw Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Bylaw Amendment, a copy of which is attached as Exhibit 3.1 to this Current Report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.1	<u>Certificate of Amendment of the Second Amended and Restated Bylaws of Acacia Research Corporation</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.

ACACIA RESEARCH CORPORATION

Date: August 3, 2020

/s/ Clifford Press
Chief Executive Officer

**CERTIFICATE OF AMENDMENT
OF
THE SECOND AMENDED AND RESTATED BYLAWS
OF
ACACIA RESEARCH CORPORATION
a Delaware corporation**

The undersigned hereby certifies that she is the duly elected, qualified and acting Secretary of Acacia Research Corporation, a Delaware corporation (the "**Corporation**"), and that the Second Amended and Restated Bylaws of the Corporation (the "**Bylaws**") were amended by resolution of the Board of Directors of the Corporation, effective as of July 28, 2020, as follows:

1. Section 6.9 of Article 6 of the Bylaws is hereby amended by deleting Section 6.9 in its entirety and replacing it with the following:

"Section 6.9. Amendments. These Bylaws may be amended or repealed either by approval of 66 2/3% of the outstanding shares of the corporation entitled to vote on such action or by the approval of the Board of Directors, for those amendments to the Bylaws for which approval of the Board of Directors alone is sufficient under the General Corporation Law of Delaware.

2. Article 6 of the Bylaws is hereby amended to add a new Section 6.15 that reads as follows:

"Section 6.15. Federal Forum Selection. Unless the corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended. Any person or entity purchasing, otherwise acquiring, or continuing to own any interest in shares of capital stock of the corporation shall be deemed to have notice of and consented to this provisions of this Section."

The foregoing amendments to the Second Amended and Restated Bylaws of the Corporation have not been modified, amended, rescinded or revoked and remain in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto subscribed my name on July 28, 2020.



Jennifer Graff
Secretary