

CIBER INC  
Form 8-K  
May 04, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **May 3, 2005**

**CIBER, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-23488**  
(Commission  
File Number)

**38-2046833**  
(IRS Employer  
Identification No.)

**5251 DTC Parkway, Suite 1400, Greenwood Village, Colorado**  
(Address of principal executive offices)

**80111**  
(Zip Code)

Registrant's telephone number, including area code: **(303) 220-0100**

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 pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**INFORMATION TO BE INCLUDED IN THE REPORT**

**Item 1.01. Entry into a Material Definitive Agreement.**

By unanimous written consent adopted on May 3, 2005, and effective July 1, 2005, the board of directors of CIBER, Inc. (the "Company") changed certain components of Director Compensation, including the annual retainer fee, committee meeting fees, and committee chairpersons' fees. An updated Description of Director Compensation is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 5.03. Amendment to Bylaws.**

By unanimous written consent adopted on May 3, 2005, and effective immediately, the board of directors of the Company amended the Company's bylaws. Article VII, Section 1. *Certificates* and Article VII, Section 6. *Transfer of Shares* were replaced by Article VII, Section 1. *Certificated and Uncertificated Shares* and Article VII, Section 6. *Transfer of Shares*, respectively. The entire amendment is attached as Exhibit 99.2 to this Current Report on Form 8-K.

**Item 9.01(c). Exhibits.**

99.1  
Description of Director Compensation.

99.2  
Amendment to the Amended and Restated Bylaws of CIBER, Inc. as adopted May 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, thereunto duly authorized.

**CIBER, Inc.**

Date: May 4, 2005

By: /s/ DAVID G. DURHAM

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David G. Durham  
Chief Financial Officer, Senior Vice President and Treasurer

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Item 5.03. Amendment to Bylaws.

Item 9.01(c). Exhibits.

SIGNATURE