

SYMS CORP
Form 8-K
July 02, 2010
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): **June 28, 2010**

Syms Corp

(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction
of incorporation)

001-8546
(Commission
File Number)

22-2465228
(I.R.S. Employer
Identification No.)

One Syms Way, Secaucus, New Jersey
(Address of principal executive offices)

07094
(Zip Code)

Registrant's telephone number, including area code:

(201) 902-9600

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))

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o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.03 Material Modification to Rights of Security Holders.

On July 2, 2010, Syms Corp (the Company) filed with the State of New Jersey a Certificate of Amendment to its Certificate of Incorporation (the Amendment) to limit the liability of the Company's directors and officers. The Amendment was approved by the Company's shareholders at its June 29, 2010 Annual Meeting of Shareholders, as described below. A copy of the Amendment is included as an exhibit to this Form 8-K.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As of June 28, 2010, Gary Roberts, Senior Vice President, Operations, is no longer with the Company.

On June 29, 2010, Joel Feigenbaum was appointed as Chief Operating Officer of the Company. Mr. Feigenbaum, age 53, joined the Company in March, 2010 as Chief Integration Officer. Mr. Feigenbaum previously served as President of Reader's Digest's Books Are Fun, Ltd. (from November 2000 to May 2007). He was a consultant from May 2007 until joining the Company. Prior to Reader's Digest, he was Chief Operating Officer of babygear.com and President and COO of Century 21 Stores. He began his career at Zayres and Target Stores.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Shareholders of the Company held on June 29, 2010, the Company's shareholders elected each of the Company's four nominees for director for a one-year term, approved an amendment to the Company's Certificate of Incorporation to limit the liability of the Company's directors and officers, and ratified the appointment of BDO Seidman, LLP as the Company's independent registered public accounting firm for the fiscal year ending February 26, 2011.

The results of the voting were as follows:

| | <u>For</u> | <u>Withheld</u> |
|------------------------------|------------|-----------------|
| Election of Directors | | |
| Marcy Syms | 9,858,210 | 2,292,631 |
| Henry M. Chidgey | 11,341,317 | 809,524 |
| Thomas E. Zanicchia | 11,340,117 | 810,724 |
| Bernard H. Tenenbaum | 11,322,917 | 827,924 |

| | <u>For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Broker Non-votes</u> |
|---|------------|----------------|--------------------|-----------------------------|
| Approval of Amendment to the Company's Certificate of Incorporation | 10,614,858 | 2,934,072 | 7,826 | 0 |
| Ratification of the Appointment of BDO Seidman, LLP as Independent Registered Public Accounting Firm | 13,244,190 | 308,159 | 4,408 | 0 |

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

The following exhibit is filed with this Current Report on Form 8-K:

Exhibit 3.1 Certificate of Amendment to the Certificate of Incorporation of Syms Corp, as approved by the Company's shareholders on June 29, 2010 and filed with the State of New Jersey on July 2, 2010.

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.

SYMS CORP

By: /s/ Seth L. Udasin
Name: Seth L. Udasin
Title: Senior Vice President and
Chief Financial and Administrative Officer

Dated: July 2, 2010

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EXHIBIT INDEX

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