

REPROS THERAPEUTICS INC.

Form 8-K

November 19, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report Filed Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report
(Date of earliest event reported): November 17, 2009

Repros Therapeutics Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-15281
(Commission File Number)

76-0233274
(I.R.S. Employer Identification No.)

2408 Timberloch Place, Suite B-7
The Woodlands, Texas 77380
(Address of principal
executive offices
and zip code)
(281) 719-3400
(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 (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))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Repros Therapeutics Inc. (the "Company") held its special meeting of stockholders on November 17, 2009 at which the stockholders approved the proposal to amend the Company's Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), to increase the number of shares of the Company's common stock authorized for issuance from 30,000,000 shares to 75,000,000 shares and, as a result, increase the total number of authorized shares from 35,000,000 shares to 80,000,000 shares. Thereafter, the Company amended its Certificate of Incorporation accordingly. A copy of the Certificate of Amendment to Restated Certificate of Incorporation is attached hereto as Exhibit 3.1(e) and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number Description

3.1(a) Restated Certificate of Incorporation. Exhibit 3.3 to the Company's Registration Statement on Form SB-2 (No. 33-57728-FW), as amended, is incorporated herein by reference.

3.1(b) Certificate of Amendment to Restated Certificate of Incorporation. Exhibit 3.1 to the Company's Current Report on Form 8-K dated May 1, 2006 is incorporated herein by reference.

3.1(c) Certificate of Designation of Series One Junior Participating Preferred Stock dated September 2, 1999. Exhibit A to Exhibit 4.1 to the Company's Registration Statement on Form 8-A as filed with the Commission on September 3, 1999 is incorporated herein by reference.

3.1(d) Certificate of Amendment to Restated Certificate of Incorporation, dated as of December 16, 2008. Exhibit 3.1(d) to the Company's Current Report on Form 8-K dated December 23, 2008 is incorporated herein by reference.

3.1(e)* Certificate of Amendment to Restated Certificate of Incorporation, dated as of November 18, 2009.

*

Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 18, 2009

Repros Therapeutics Inc.

By: /s/ Joseph S. Podolski
Joseph S. Podolski
Chief Executive Officer

EXHIBIT INDEX

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