

WINLAND ELECTRONICS INC

Form 8-K

August 10, 2007

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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 7, 2007**

**WINLAND ELECTRONICS, INC.**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or Other Jurisdiction of Incorporation)

**1-15637**

(Commission File Number)

**41-0992135**

(IRS Employer  
Identification No.)

**1950 Excel Drive**

**Mankato, Minnesota 56001**

(Address of Principal Executive Offices) (Zip Code)

**(507) 625-7231**

(Registrant's telephone number, including area code)

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:

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

Item 9.01 Financial Statements and Exhibits.

SIGNATURE

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Restated Bylaws, as Amended

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

On August 7, 2007, the Board of Directors of Winland Electronics, Inc. approved the amendment and restatement of Article 6 of the Company's Bylaws to expressly permit uncertificated shares. This amendment to the Bylaws was approved to comply with the requirements recently adopted by The Nasdaq Stock Market. The Restated Bylaws, as amended, are attached hereto as Exhibit 3.1.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Financial statements: None.
- (b) Pro forma financial information: None.
- (c) Shell company transactions: None.
- (d) Exhibits:
  - 3.1 Restated Bylaws, as Amended

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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.

Dated: August 9, 2007

WINLAND ELECTRONICS, INC.

By: /s/ Lorin E. Krueger  
Lorin E. Krueger  
President and Chief Executive Officer

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EXHIBIT INDEX TO FORM 8-K**

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WINLAND ELECTRONICS, INC.

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