

CRITICAL THERAPEUTICS INC

Form 8-K

October 05, 2007

Table of Contents

**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): October 4, 2007

Critical Therapeutics, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-50767
(Commission
File Number)

04-3523569
(IRS Employer
Identification No.)

60 Westview Street, Lexington, Massachusetts
(Address of Principal Executive Offices)

02421
(Zip Code)

Registrant's telephone number, including area code: **(781) 402-5700**

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))
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TABLE OF CONTENTS

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

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

Item 9.01. Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

EX-3.1 Third Amended and Restated Bylaws of Critical Therapeutics, Inc.

Table of Contents

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On October 5, 2007, Robert H. Zeiger, a class I director, notified us that he will resign from the Board of Directors of Critical Therapeutics, Inc. (the Company) effective October 5, 2007.

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

On October 4, 2007, the Company s Board of Directors approved an amendment and restatement of its bylaws to allow the Company to comply with NASDAQ requirements mandating that companies listed on NASDAQ be eligible to participate in a Direct Registration System (DRS) operated by a clearing agency registered under Section 17A of the Securities Exchange Act of 1934, as amended. The changes to the Company s bylaws are designed so that the Company will be eligible to issue uncertificated shares and participate in the DRS program.

A DRS program permits an investor s ownership to be recorded and maintained on the books of the issuer or the issuer s transfer agent without the issuance of a physical stock certificate, including by electronic means, such as through the DRS program offered by the Depository Trust Company.

The foregoing summary of the terms of the Third Amended and Restated Bylaws is subject to, and qualified in its entirety by, the complete text of the Third Amended and Restated Bylaws, which are attached to this current report on Form 8-K as Exhibit 3.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The Exhibit Index attached hereto is incorporated herein by reference.

Table of Contents

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.

Date: October 5, 2007

CRITICAL THERAPEUTICS, INC.

By: /s/ Frank E. Thomas
Frank E. Thomas
President and Chief Executive Officer

Table of Contents

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 3.1 | Third Amended and Restated Bylaws of Critical Therapeutics, Inc. |