

AMAZON COM INC  
Form 8-K  
February 08, 2008  
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**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**

February 7, 2008

DATE OF REPORT

(DATE OF EARLIEST EVENT REPORTED)

**AMAZON.COM, INC.**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

DELAWARE

000-22513

91-1646860

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(STATE OR OTHER JURISDICTION OF  
INCORPORATION)

(COMMISSION FILE NO.)

(IRS EMPLOYER

IDENTIFICATION NO.)

1200 12TH AVENUE SOUTH, SUITE 1200, SEATTLE, WASHINGTON 98144

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

(206) 266-1000

(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:

- .. 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.**

On February 7, 2008, the Company's Board of Directors (the Board) amended the Company's Bylaws effective as of such date to change the voting standard for the election of directors in uncontested elections from a plurality to a majority voting standard. The Board also amended its Guidelines on Significant Corporate Governance Issues (the Corporate Governance Guidelines) to include a director resignation policy. The amended Corporate Governance Guidelines are available on the Company's investor relations website at [www.amazon.com/ir](http://www.amazon.com/ir).

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description</b>                         |
|---------------------------|--|
| 3.1                       | Amended and Restated Bylaws of the Company |

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**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.

**AMAZON.COM, INC. (REGISTRANT)**

By: **/s/ L. Michelle Wilson  
L. Michelle Wilson  
Senior Vice President**

Dated: February 7, 2008

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                         |
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| 3.1                       | Amended and Restated Bylaws of the Company |

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