

DemandTec, Inc.  
Form 8-K  
June 02, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**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): **May 31, 2011**

**DEMANDTEC, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**001-33634**

(Commission File Number)

**94-3344761**

(I.R.S. Employer  
Identification Number)

**One Franklin Parkway, Building 910**  
**San Mateo, CA 94403**

(Address of principal executive offices and zip code)

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Registrant's telephone number, including area code: **(650) 645-7100**

**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.**

On May 31, 2011, the Board of Directors of DemandTec, Inc. (the Company) amended Section 2.8 of the Company's Amended and Restated Bylaws (the Bylaw Amendment). The Bylaw Amendment provides for a majority voting standard in the election of directors. Under the Bylaw Amendment, in any uncontested election of directors (i.e., an election where the number of nominees does not exceed the number of directors to be elected), each nominee to the Board will be elected by the vote of a majority of the votes cast, meaning that the number of votes cast for a director's election must exceed the number of votes against that director's election (with abstentions and broker nonvotes not counted as a vote cast either for or against that director's election). The Bylaw Amendment was effective immediately upon adoption by the Board. The full text of the Company's Amended and Restated Bylaws, reflecting the Bylaw Amendment, is attached as Exhibit 3.1.

The Information in this Current Report is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

**Description**

Exhibit 3.1

Amended and Restated Bylaws, as amended and restated as of May 31, 2011.

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.

**DEMANDTEC, INC.**

DATE: June 2, 2011

By:

/s/ Michael J. McAdam  
Michael J. McAdam  
General Counsel and Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Exhibit</b>
Exhibit 3.1	Amended and Restated Bylaws, as amended and restated as of May 31, 2011.