

FIDELITY SOUTHERN CORP

Form 8-K

October 19, 2007

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 18, 2007

**FIDELITY SOUTHERN
CORPORATION**

(Exact name of registrant as specified in its charter)

Georgia

No. 000-22374

No. 58-1416811

(State or other
jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

3490 Piedmont Road, Suite 1550

Atlanta, Georgia 30305

(Address of principal executive offices)

Registrant's telephone number, including area code:

(404) 639-6500

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))
-

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

On October 18, 2007, the Board of Directors of Fidelity Southern Corporation (the Registrant) adopted amendments (Amendments) to certain provisions of Article Five of the Registrant s Bylaws. The purpose of the Amendments was to make the Registrant s common stock eligible for participation in a Direct Registration Program, as required by NASDAQ Rule 4350. In compliance with this rule, the Amendments provide for the issuance of the Registrant s stock in uncertificated, book-entry form in accordance with a Direct Registration System.

A copy of the Amendment to the Bylaws of the Registrant is attached as Exhibit 3.2 and is incorporated herein by reference to this Item 5.03.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 3.2 | Amendment to the Bylaws of Fidelity Southern Corporation, dated October 18, 2007 |

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.

/s/ B. Rodrick Marlow
B. Rodrick Marlow
Chief Financial Officer

October 19, 2007

3