

BADGER METER INC  
Form 8-K  
February 17, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

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Date of Report  
(Date of earliest  
event reported):

February 12, 2010

Badger Meter, Inc.  
(Exact name of registrant as specified in its charter)

Wisconsin  
(State or other  
jurisdiction of  
incorporation)

1-6706  
(Commission File  
Number)

39-0143280  
(IRS Employer  
Identification No.)

4545 W. Brown Deer Rd., Milwaukee, Wisconsin 53223  
(Address of principal executive offices, including zip code)

(414) 355-0400  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

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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 12, 2010, the Board of Directors of Badger Meter, Inc. (the “Company”) adopted an amendment to the Company’s Restated By-laws. Specifically, the Board amended Section 1 of ARTICLE II of the Restated By-laws to change the number of directors from eight to a range of not less than six and not more than ten, with the exact number to be set from time to time by resolution of the Board. The text of the amendment is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Form 8-K by reference.

Item 9.01. Financial Statements and Exhibits.

(a) The following exhibit is being furnished herewith:

99.1 Text of Amendment to Restated By-laws.

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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.

BADGER METER, INC.

Date: February 16, 2010

By: /s/ William R.A. Bergum

Name: William R.A. Bergum

Title: VP- General Counsel and Secretary

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BADGER METER, INC.

Exhibit Index to Current Report on Form 8-K

Exhibit  
Number

99.1

Text of Amendment to Restated By-laws.