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FIBERSTARS INC /CA/
Form 8-K
April 27, 2005

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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): April 22, 2005

FIBERSTARS, INC.

(Exact name of registrant as specified in its charter)

California

0-24230

94-3021850

(State or Other Jurisdiction
of Incorporation)

(Commission File Number)

(I.R.S. Employer
Identification Number)

44259 Nobel Drive
Fremont, California

94538

(Address of principal executive offices)

(Zip Code)

(510) 490-0719

(Registrant's telephone number,
including area code)

N/A

(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 obligations 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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Item 5.05 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year

(a) On April 22, 2005, the Board of Directors (the "Board") of Fiberstars, Inc. (the "Company") amended Article III, Section 3.2 of the Company's Bylaws to decrease the exact number of directors fixed within Company's variable range from eight (8) to six (6) effective as of April 22, 2005, which amendment as of such date was ratified, affirmed and adopted by the Board by resolution upon motion duly made, seconded and carried at its regular meeting of the Board meeting held on April 22, 2005. The complete text of Section 3.2 of the Bylaws as so amended is set forth and reflected by the Certificate of Amendment of Bylaws dated April 27, 2005 filed herewith as Exhibit 3(ii).

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 3(ii) | Certificate of Amendment of Bylaws dated April 27, 2005. |

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.

Dated: April 27, 2005

FIBERSTARS, INC.

By /s/ Robert A. Connors

Name: Robert A. Connors

Title: Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 3(ii) | Certificate of Amendment of Bylaws dated April 27, 2005. |