

SCHWAB CHARLES CORP  
Form 8-K  
February 02, 2010

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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): January 27, 2010**

**The Charles Schwab Corporation**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-9700**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**94-3025021**  
(IRS Employer  
Identification No.)

**211 Main Street, San Francisco, CA 94105**  
(Address of principal executive offices, including zip code)

**(415) 636-7000**  
(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 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 January 27, 2010, at a meeting of the Board of Directors (the Board) of The Charles Schwab Corporation, the Board approved amendments to Sections 2.03, 2.04, 2.05, and 2.08 of the Fourth Restated Bylaws to permit meetings of stockholders by means of remote communication.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

3.1 Fourth Restated Bylaws of The Charles Schwab Corporation (As Amended on January 27, 2010)

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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.

The Charles Schwab Corporation

Date: February 02, 2010

By: /s/ Joseph R. Martinetto

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Joseph R. Martinetto  
Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   |
|---------------------------|---|
| EX-3.1                    | Fourth Restated Bylaws of The Charles Schwab Corporation (As Amended on January 27, 2010) |