

KATY INDUSTRIES INC  
Form 8-K  
March 30, 2012

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 26, 2012

Katy Industries, Inc.  
(Exact name of registrant as specified in its charter)

Delaware	001-05558	75-1277589
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

305 Rock Industrial Park Drive  
Bridgeton, Missouri 63044  
(Address of principal executive offices) (Zip Code)

(314) 656-4321  
(Registrant's telephone number, including area code)

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
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 26, 2012, the Board of Directors of Katy Industries, Inc. (the “Company”) accepted the resignation of Christopher Lacovara, a Class II director.

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

On March 26, 2012, the Nominating and Governance Committee of the Board of Directors met and, based on the current size of the Company after a number of divestitures and the backgrounds of the existing directors, among other factors, recommended to the Board that reducing the normal size of the Board of Directors to seven members was in the best interest of the Company. Accordingly, on the same date, the Board of Directors approved the Amended and Restated By-Laws of the Company reducing the normal size of the Board of Directors from nine to seven members and eliminating the requirements that the Chairman of the Board also be the Chief Executive Officer of the Company, and that the President of the Company also be the Chief Operating Officer of the Company.

The foregoing description of the amendment to the Company’s By-Laws is qualified in its entirety by the full text of the Amended and Restated By-Laws, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
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3.1	Amended and Restated By-Laws of the Company.
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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.

KATY INDUSTRIES, INC.  
(Registrant)

By: */s/ James W. Shaffer*  
James W. Shaffer  
Vice President, Treasurer and Chief Financial Officer

Date: March 30, 2012

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Index of Exhibits

Exhibit No.      Description

3.1              Amended and Restated By-Laws of the Company.

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