

CARRIAGE SERVICES INC  
Form 8-K  
May 28, 2008

**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): May 20, 2008**

**Carriage Services, Inc.**

*(Exact name of registrant as specified in its charter)*

Delaware  
*(State or other jurisdiction  
of incorporation)*

1-11961  
*(Commission  
File Number)*

76-0423828  
*(IRS Employer  
Identification No.)*

3040 Post Oak Boulevard, Suite 300  
Houston, Texas 77056

*(Address, including zip code, of principal executive offices)*

Registrant's telephone number, including area code:  
(713) 332-8400

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 (see General Instruction A.2. below):

- Written communication 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 May 20, 2008, the Board of Directors of Carriage Services, Inc. approved an amendment to the Bylaws of Carriage Services, Inc. to incorporate Article 8.0: Indemnification providing for indemnification of its Directors, Officers and Employees.

**Item 9.01 Financial Statements and Exhibits.**

(d) The exhibits are listed in the Exhibit Index set forth on the final page of this Current Report.

-2-

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, Carriage Services, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CARRIAGE SERVICES, INC.

Dated: May 27, 2008

By: /s/ Terry E. Sanford  
Terry E. Sanford  
Senior Vice President, Chief Accounting  
Officer and Treasurer

-3-

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**INDEX TO EXHIBITS**

<b>Exhibit</b>	<b>Description</b>
3.1	Article 8.0: Indemnification of the Bylaws of Carriage Services, Inc.

-4-