

VERIZON COMMUNICATIONS INC

Form 8-K

December 05, 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: December 4, 2008**

*(Date of earliest event reported)*

**VERIZON COMMUNICATIONS INC.**

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

**Delaware**  
*(State or other jurisdiction*

*of incorporation)*

**1-8606**  
*(Commission File Number)*

**23-2259884**  
*(I.R.S. Employer*

*Identification No.)*

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140 West Street

New York, New York

*(Address of principal executive offices)*

10007

*(Zip Code)*

Registrant's telephone number, including area code: (212) 395-1000

**Not Applicable**

*(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))

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

On December 4, 2008, the Board of Directors of Verizon Communications Inc. (Verizon) approved the amendment of Article IV, Section 4.12(a) of Verizon's Bylaws. The amendment clarifies that the Board shall establish the retirement policy for directors. The amended Bylaws are effective as of December 4, 2008. This description is qualified in its entirety by reference to the text of the amended Bylaws filed as an Exhibit to this Report. The revised retirement policy for directors is included in Verizon's Corporate Governance Guidelines which can be found at <http://investor.verizon.com/> under Corporate Governance.

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, thereunto duly authorized.

Verizon Communications Inc.  
(Registrant)

Date: December 5, 2008

/s/ Marianne Drost  
Marianne Drost  
Senior Vice President, Deputy General

Counsel and Corporate Secretary

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                                                  |
|---------------------------|-------------------------------------------------------------------------------------|
| 3b                        | Bylaws of Verizon Communications Inc. as amended, effective as of December 4, 2008. |