

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

Effective as of September 12, 2016, the board of directors of Katy Industries, Inc. (the “Company”) and the holder of all of the outstanding preferred stock of the Company adopted and approved Second Amended and Restated By-Laws of the Company (the “Amended and Restated By-Laws”). The Amended and Restated Bylaws amended the Company’s former bylaws to provide that the board of directors will consist of such number of directors, not less than three and not more than seven, as shall be fixed from time to time by the board of directors or the stockholders (and to correct certain typographical errors). The Company’s bylaws previously provided for a seven member board of directors.

The foregoing description of the Amended and Restated Bylaws is qualified in its entirety by reference to the full text of the Amended and Restated By-Laws, a copy of which is filed as Exhibit 3.1 to this Current Report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
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3.1	Second Amended and Restated By-Laws of Katy Industries, Inc.
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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.

Dated: September 16, 2016 /s/ Curt Kroll
By: Curt Kroll
Treasurer
and Chief
Its: Financial
Officer

INDEX TO EXHIBITS

Exhibit
Number Description

3.1 Second Amended and Restated By-Laws of Katy Industries, Inc.
