

RPC INC  
Form 8-K  
October 25, 2007

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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): October 23, 2007**

**RPC, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-8726**  
(Commission File  
Number)

**58-1550825**  
(IRS Employer  
Identification No.)

**2801 Buford Highway, Suite 520, Atlanta, Georgia 30329**  
(Address of principal executive office) (zip code)

**Registrant's telephone number, including area code: (404) 321-2140**

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 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.**

The Registrant's Board of Directors adopted resolutions approving an amendment to the Registrant's Bylaws to allow book-entry ownership of corporation shares on October 23, 2007. The Amended and Restated Bylaws, as so amended, is filed herewith as an Exhibit.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 3.1 – Amended and Restated Bylaws

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**SIGNATURES**

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

RPC, Inc.

Date: October 25, 2007

/s/ BEN M. PALMER  
Ben M. Palmer  
Vice President,  
Chief Financial Officer and  
Treasurer