

Support.com, Inc.
Form 8-K
July 29, 2010

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): July 27, 2010

SUPPORT.COM, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

000-30901
(Commission

File No.)

94-3282005
(I.R.S. Employer

Identification No.)

Edgar Filing: Support.com, Inc. - Form 8-K

1900 Seaport Blvd., Third Floor, Redwood City, CA

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code:

(650) 556-9440

N/A

(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 2.02. Results of Operations and Financial Condition.

On July 29, 2010, Support.com, Inc. issued the press release attached hereto as Exhibit 99.1 announcing its results of operations for the second quarter of 2010.

The information contained in this Current Report on Form 8-K and Exhibit 99.1 hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference to any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

The press release contains statements that the Company believes to be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in the press release including, without limitation, statements regarding the Company's future financial position, business strategy, targets, projected sales, costs, earnings, capital expenditures, debt levels and cash flows, plans and objectives of management for future operations, and compliance with credit agreement covenants are forward-looking statements. In addition, forward-looking statements generally can be identified by the use of forward-looking terminology such as may, will, expect, intend, estimate, anticipate, believe, should, project or plan, or the negative thereof or variations thereon terminology. The Company cannot provide any assurance that such expectations will prove to have been correct. Additional information concerning factors that could cause actual results to differ materially from those in the forward-looking statements is contained from time to time in the Company's filings with the Securities and Exchange Commission.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Resignation of Director

Effective July 27, 2010, Casey Eichler resigned as a director and as Chairman of the Board of Directors of Support.com, Inc. (the Company). Prior to his resignation, Mr. Eichler served on our Audit Committee and as Chairman of our Nominating and Governance Committee.

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

(a) Amendment to Bylaws

On July 27, 2010, the Board voted to approve an amendment (the Bylaw Amendment) to Article III, Section 1 of the Amended and Restated Bylaws of the Company, effective immediately. The Bylaw Amendment (i) decreased the size of the Board from seven to six directors.

A copy of the Amended and Restated Bylaws of the Company is attached hereto as Exhibit 3.2 and incorporated by reference herein.

Item 8.01 Other Events.

On July 27, 2010, the Board made committee appointments such that the Audit Committee now consists of Shawn Farshchi, Mark Fries and J. Martin O'Malley (Chair); the Compensation Committee now consists of Michael Linton (Chair), Shawn Farshchi and Jim Stephens; and the Nominating and Corporate Governance Committee now consists of Mark Fries (Chair), Michael Linton and Jim Stephens. In addition, Mr. Stephens was appointed as Chairman of the Board, replacing Mr. Eichler.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No.	Description
-----	-------------

Edgar Filing: Support.com, Inc. - Form 8-K

3.2 Amended and Restated Bylaws of Support.com, Inc., dated July 27, 2010

99.1* Press Release dated July 29, 2010

* The information contained in Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference to any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

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.

Date: July 29, 2010

SUPPORT.COM, INC.

By: /s/ SHELLY SCHAFFER
Name: **Shelly Schaffer**
Title: **Executive Vice President and Chief Financial Officer**

Exhibit

No.	Description
3.2	Amended and Restated Bylaws of Support.com, Inc., dated July 27, 2010
99.1	Press Release dated July 29, 2010

* The information contained in Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference to any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.