

**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): March 8, 2019 (March 6, 2019)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On March 6, 2019, the Board of Directors (the “Board”) of Carriage Services, Inc. (the “Company”) approved an amendment to Section 3.2 of Article III of the Company's Amended and Restated Bylaws to remove plurality voting of directors in uncontested director elections, and provide for majority election of directors in such elections, with a board rejectable resignation should an incumbent director not receive a majority. The amendment became effective immediately after approval by the Board and is filed with this report as Exhibit 3.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

The following is furnished as part of this Current Report on Form 8-K:

- 3.1 Second Amendment to the Amended and Restated Bylaws of Carriage Services, Inc.
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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: March 8, 2019

By: /s/ Viki K. Blinderman
Viki K. Blinderman
Senior Vice President, Principal Financial Officer and Secretary

INDEX TO EXHIBITS

<u>Exhibit</u>	<u>Description</u>
3.1	<u>Second Amendment to the Amended and Restated Bylaws of Carriage Services, Inc.</u>

**SECOND AMENDMENT TO THE
AMENDED AND RESTATED BY-LAWS OF CARRIAGE SERVICES, INC.**

The Amended and Restated By-laws of Carriage Services, Inc., Inc., dated as of July 2, 1996 (as first amended on May 20, 2008, “the Bylaws”), are hereby amended, effective March 6, 2019, as follows:

Article III, Section 3.2 of the Bylaws as follows is deleted in its entirety:

3 . 2 Number: Qualification: Election: Term. The number of directors which shall constitute the entire board of directors shall be not less than three nor more than twelve. Within the limits above specified, the number of directors which shall constitute the entire board of directors shall be determined by resolution adopted by a majority of the members of the board of directors. Except as otherwise required by law or the certificate of incorporation of the Corporation, the directors shall be elected at an annual meeting of stockholders at which a quorum is present. Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy and entitled to vote on the election of directors. Each director so chosen shall hold office until his term expires as provided in the certificate of incorporation and until his successor is elected and qualified or, if earlier, until his death, resignation, or removal from office. None of the directors need be a stockholder of the Corporation or a resident of the State of Delaware. Each director must have attained the age of majority.

and replaced with the following:

“3 . 2. Number: Qualification: Election: Term. The number of directors which shall constitute the entire board of directors shall be not less than three nor more than twelve. Within the limits above specified, the number of directors which shall constitute the entire board of directors shall be determined by resolution adopted by a majority of the members of the board of directors. Except as otherwise required by law or the certificate of incorporation of the Corporation, the directors shall be elected at an annual meeting of stockholders at which a quorum is present. In a contested election, the directors shall be elected by the vote of a plurality of the votes of the shares present in person or represented by proxy and entitled to vote on the election of directors. In an uncontested election, the directors shall be elected by a majority of the votes of the shares present in person or represented by proxy and entitled to vote on the election of directors.

The following additional procedures apply in an uncontested election of an incumbent director: A nominee who does not receive a majority of the votes cast shall promptly deliver a written resignation to the board of directors and shall continue to serve as a holdover director until the effective date of the director’s resignation which shall be no later than 120 days after the date of the election. The remaining board of directors, by a majority vote, promptly shall determine whether to decline to accept or to accept the resignation of such director. If the board of directors declines to accept the resignation, the director may continue to serve so long as such nominee received a plurality of the votes cast. If the board of directors accepts the resignation, the office shall be considered vacant and the board of directors may fill the office pursuant to Section 3.5 of the Bylaws.

Each director shall hold office until his term expires as provided in the certificate of incorporation and until his successor is elected and qualified or, if earlier, until his death, resignation, or removal from

office. None of the directors need be a stockholder of the Corporation or a resident of the State of Delaware. Each director must have attained the age of majority.”

Except as herein amended, the provisions of the Bylaws shall remain in full force and effect.