

SCHULMAN A INC  
Form 8-K  
June 27, 2011

**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): June 23, 2011**

**A. SCHULMAN, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**0-7459**

**34-0514850**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**3550 West Market Street,  
Akron, Ohio**

**44333**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(330) 666-3751**

(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 June 23, 2011, the Board of Directors of A. Schulman, Inc. (the Company ) approved an amendment to the Company s Amended and Restated By-Laws (the By-laws ) to provide for majority voting of directors, which became effective immediately upon approval by the Board. As amended, the By-laws provide that at each meeting of the stockholders held for the election of directors, a nominee shall be elected to the Board of Directors if the votes cast for such nominee s election exceed the votes withheld from such nominee s election; provided however, that if there are more persons nominated than the number of directors to be elected at such meeting, then the persons receiving the greatest number of votes cast shall be elected as directors. A copy of the By-Laws, as amended, is filed as Exhibit 3.2 hereto and incorporated by reference herein.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

Exhibit Number	Description
3.2	Amended and Restated By-laws of A. Schulman, Inc., as most recently amended on June 23, 2011 (filed herewith).

**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.

**A. Schulman, Inc.**

By: /s/ David C. Minc  
David C. Minc  
Vice President, Chief Legal Officer  
and Secretary

Date: June 27, 2011