

BARNES GROUP INC  
Form 8-K  
February 12, 2016

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): February 10, 2016

BARNES GROUP INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

1-4801  
(Commission File Number)

06-0247840  
(I.R.S. Employer Identification No.)

123 Main Street, Bristol, Connecticut  
(Address of principal executive offices)

06010  
(Zip Code)

(860) 583-7070  
Registrant's telephone number, including area code

Not Applicable  
(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           Amendment to Articles of Incorporation or Bylaws; Changes in Fiscal Year.

On February 10, 2016, and effective as of such date, the Board of Directors (the "Board") of Barnes Group Inc. (the "Company") amended and restated the Company's Amended and Restated By-Laws to add a new Article VIII to identify an exclusive legal forum for the adjudication of certain disputes, namely (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, other employee or stockholder of the Company to the Company or the Company's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware or as to which the General Corporation Law of the State of Delaware confers jurisdiction on the Court of Chancery of the State of Delaware, or (iv) any action asserting a claim governed by the internal affairs doctrine.

The foregoing description is qualified in its entirety by reference to the Amended and Restated Bylaws (as of February 10, 2016), a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01           Financial Statements and Exhibits.  
(d) Exhibits:

Exhibit No.	Document Description
3.1	Amended and Restated By-Laws of Barnes Group Inc. (as of February 10, 2016).

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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.

Dated: February 12, 2016

BARNES GROUP INC.  
(Registrant)

By: /S/ KRISTINE M. MURPHY  
Kristine M. Murphy  
Assistant General Counsel and Assistant Secretary

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EXHIBIT INDEX

Exhibit No. Document Description

3.1 Amended and Restated By-Laws of Barnes Group Inc. (as of February 10, 2016).