

FIRST DATA CORP  
Form 8-K  
December 11, 2006

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**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): 12/06/2006**

**First Data Corporation**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-11073**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**47-0731996**  
(IRS Employer  
Identification No.)

**6200 South Quebec Street**  
Greenwood Village, Colorado 80111  
(Address of principal executive offices, including zip code)

**(303) 967-8000**  
(Registrant's telephone number, including area code)

(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))
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Information to be included in the report

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

On December 6, 2006, the Board of Directors (the "Board") of First Data Corporation (the "Company") approved amendments to Article II, Sections 5 and 6 of the Company's By-Laws to change the vote standard for the election of directors from plurality to a majority of votes cast in uncontested elections. A majority of the votes cast means that the number of shares voted "for" a director exceeds 50% of the number of votes cast with respect to that director's election. In contested elections where the number of nominees exceeds the number of directors to be elected, the vote standard will continue to be a plurality of votes cast.

In addition, if a nominee who already serves as a director is not elected and no successor has been elected at such meeting, the director shall promptly tender his or her resignation to the Board. The Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the tendered resignation no later than the next regularly scheduled Board meeting, taking into account the Corporate Governance Committee's recommendation, and promptly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision. The Corporate Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Corporate Governance Committee or the decision of the Board with respect to his or her resignation. If such incumbent director's resignation is not accepted by the Board, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If the Board accepts a director's resignation, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy or decrease the size of the Board.

The amended By-Laws are effective as of December 6, 2006 and are attached as Exhibit 3.1(ii) to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

(d) The following is a list of the Exhibits furnished herewith.

Exhibit

Number	Description of Exhibit
3.1(ii)	First Data Corporation By-Laws, as amended on December 6, 2006

**Signature(s)**

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.

First Data Corporation

Date: December 11, 2006

By: /s/ Stanley J. Andersen

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Stanley J. Andersen  
Assistant Secretary

**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-3.(ii).	First Data Corporation By-Laws, as amended on December 6, 2006