

GOODYEAR TIRE & RUBBER CO /OH/
Form 8-K
December 19, 2013

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): December 13, 2013

THE GOODYEAR TIRE & RUBBER COMPANY

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction

of incorporation)

200 Innovation Way, Akron, Ohio

1-1927
(Commission

File Number)

34-0253240
(I.R.S. Employer

Identification No.)

44316-0001

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (330) 796-2121

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 December 13, 2013, the Board of Directors of The Goodyear Tire & Rubber Company (the Company) approved amendments to the Company s Code of Regulations that became effective immediately upon their approval by the Board.

In order to further strengthen the role of the Company s Lead Director and to effectuate changes to the Company s Corporate Governance Guidelines that also further strengthen the Lead Director s role, Article II, Section 4 of the Code of Regulations has been amended to provide the Lead Director with the authority to call meetings of the Board, in addition to the Chairman of the Board, the President, any Vice President or any two Directors, who were already empowered under Ohio law to call meetings of the Board.

The preceding description is qualified in its entirety by reference to the Company s Code of Regulations, as amended, which is filed as Exhibit 3.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibit 3.1 Code of Regulations of The Goodyear Tire & Rubber Company, as most recently amended on December 13, 2013.

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.

THE GOODYEAR TIRE & RUBBER COMPANY

Date: December 19, 2013

By /s/ David L. Bialosky
David L. Bialosky
Senior Vice President, General Counsel and Secretary