

BANKATLANTIC BANCORP INC

Form 8-K

December 05, 2007

**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 4, 2007

**BANKATLANTIC BANCORP, INC.**

(Exact name of registrant as specified in its charter)

FLORIDA

34-027228

65-0507804

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

2100 West Cypress Creek Road, Fort Lauderdale,  
Florida

33309

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 954-940-5000

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 (see General Instruction A.2. below):

- 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 4, 2007, the Board of Directors of BankAtlantic Bancorp, Inc. (the Company ) amended Article VI of the Company s Amended and Restated Bylaws (the Bylaws ) to allow for the issuance of uncertificated shares of the Company s capital stock. The Board of Directors adopted this amendment, which became effective on December 4, 2007, in response to new Securities and Exchange Commission rules and New York Stock Exchange listing standards which require securities listed on the New York Stock Exchange to be eligible for a direct registration system by January 2008.

The foregoing description of the amendment to the Bylaws is qualified in its entirety by reference to the full text of the Bylaws, as amended by such amendment, a copy of which is attached hereto as Exhibit 3.2 and is incorporated herein by reference. This copy has been black-lined to show such amendment to the Bylaws.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 3.2 Amended and Restated By-laws of BankAtlantic Bancorp, Inc., as amended on December 4, 2007

**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.

BANKATLANTIC BANCORP, INC.

Date: December 5, 2007

By: /s/ Valerie C. Toalson  
Valerie C. Toalson,  
Chief Financial Officer

3

---

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 3.2            | Amended and Restated By-laws of BankAtlantic Bancorp, Inc., as amended on December 4, 2007 |