

FOSTER L B CO  
Form 8-K  
October 30, 2012

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

On October 25, 2012, the Board of Directors of L. B. Foster (the “Company”) adopted an amendment to Section 2.05 of the Company’s Bylaws to clarify the procedures by which shareholders may nominate persons for election to the Board of Directors of the Company and/or propose other business to be considered by shareholders at future meetings of shareholders (the “Amendment”).

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

3.1 Amendment to Bylaws adopted on October 25, 2012.

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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.

L.B. Foster Company  
(Registrant)

Date: October 29, 2012  
/s/ Joseph S. Cancilla  
Joseph S. Cancilla  
Vice President, General Counsel and Secretary

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EXHIBIT INDEX

Exhibit Number	Description
3.1	Amendment to Bylaws adopted on October 25, 2012.