

BIRKS & MAYORS INC.
Form 6-K
June 04, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE
13a-16 or 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of June, 2009

Commission file number: 001-32635

BIRKS & MAYORS INC.

(Translation of Registrant's name into English)

1240 Phillips Square

Montreal Québec

Canada

H3B 3H4

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(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

☒ Form 20-F ☐ Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

☐ Yes ☒ No

If ☐ Yes is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

EXPLANATORY NOTE:

The Board of Directors of Birks & Mayors Inc. (the Company) accepted the resignation of Mr. Alain Benedetti, who resigned for personal reasons, as a (i) director of the Company; (ii) member and Chairperson of the Audit Committee of the Company; and (iii) member of the Compensation Committee of the Company, effective as of May 31, 2009. The Board of Directors has appointed Mr. Louis L. Roquet, a current director of the Company, as a member and the Chairperson of the Audit Committee of the Board. The Board has determined that Mr. Roquet is financially sophisticated. The Board has determined to waive for the present time the requirement under the Audit Committee's charter that at least one member of the Audit Committee be designated as an audit committee financial expert, as this term is defined under SEC rules. Neither the SEC nor the NYSE Amex requires the Company to designate an audit committee financial expert, and the Board has not determined that any of its current directors would qualify as such.

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, thereunto duly authorized.

BIRKS & MAYORS INC.

(Registrant)

By: /s/ Miranda Melfi
Miranda Melfi
Group Vice President, Legal Affairs

Date: June 4, 2009

and Corporate Secretary