

DRIL-QUIP INC  
Form 8-K  
December 26, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 21, 2007

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**DRIL-QUIP, INC.**

(Exact name of registrant as specified in its charter)

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

**001-13439**  
(Commission File Number)

**74-2162088**  
(I.R.S. Employer  
Identification No.)

**13550 Hempstead Highway**  
**Houston, Texas**  
(Address of principal executive offices)

**77040**  
(Zip Code)  
Registrant's telephone number, including area code: (713) 939-7711

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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):

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

On December 21, 2007, the Board of Directors of Dril-Quip, Inc. (the Company) amended and restated the Company's Bylaws (the Amended and Restated Bylaws), effective as of the same date, to amend Section 5.2 to specifically provide for the transfer of uncertificated shares of the Company's common stock.

The above summary is qualified in its entirety by the full text of the Amended and Restated Bylaws, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed as part of this report:

| <b>Exhibit No.</b> | <b>Description</b>                                 |
|--------------------|--|
| 3.1                | Amended and Restated Bylaws of the Dril-Quip, Inc. |

**SIGNATURE**

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.

DRIL-QUIP, INC.

By: /s/ Gary D. Smith  
Gary D. Smith  
Co-Chairman and Co-Chief Executive Officer

Date: December 26, 2007

**EXHIBIT INDEX**

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