

FIDELITY D & D BANCORP INC  
Form 8-K  
November 21, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **November 20, 2007**

**Fidelity D & D Bancorp, Inc.**

(Exact name of registrant as specified in its charter)

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

**333-90273**  
(Commission  
File Number)

**23-3017653**  
(IRS Employer  
Identification No.)

**Blakely and Drinker Streets, Dunmore, PA**  
(Address of principal executive offices)

**18512**  
(Zip Code)

Registrant's telephone number, including area code: **570-342-8281**

Registrant's telephone number, including area code: 570-342-8281

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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. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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 November 20, 2007, the Board of Directors of Fidelity D & D Bancorp, Inc. (the Company) approved amendments to Articles 24 and 25 of the Company's By-Laws in order to permit the issuance of shares of the Company's stock in uncertificated form. The amendments will permit direct or book-entry registration of shares of the Company's stock and make the Company eligible to participate in a Direct Registration Program. A Direct Registration Program allows shares of the Company's stock to be owned, reported and transferred electronically in uncertificated form and without the need for physical stock certificates.

A copy of the Amended By-Laws of the Company is attached as Exhibit 3.2 to this current report on Form 8-K and is incorporated herein by reference. The description of the amendments is qualified in its entirety by reference to Exhibit 3.2.

**Item 9.01** Financial Statements and Exhibits

(d) Exhibits:

3.2. Amended and Restated By-Laws of Fidelity D & D Bancorp, 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.

**Fidelity D & D Bancorp, Inc.**

Date: November 21, 2007

BY: /s/ Salvatore R. DeFrancesco, Jr.

Name: Salvatore R. DeFrancesco, Jr.

Title: Treasurer & Chief Financial Officer

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