

WALT DISNEY CO/  
Form 8-K  
November 30, 2018

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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

Date of Report (Date of Earliest Event Reported):  
November 28, 2018

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The Walt Disney Company  
(Exact name of registrant as specified in its charter)

Delaware 1-11605 95-4545390  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

500 South Buena Vista Street  
Burbank, California 91521  
(Address of principal executive offices)(Zip Code)  
Registrant's telephone number, including area code: (818) 560-1000  
Not applicable  
(Former name or address, if changed since last report)

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company "

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

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))

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

On November 28, 2018, The Walt Disney Company (the “Company”) filed a Certificate of Elimination with the Secretary of State of the State of Delaware with respect to the Company’s Series B Convertible Preferred Stock (the “Series B Convertible Preferred Stock”) which, effective upon filing, eliminated from the Company’s Restated Certificate of Incorporation all matters set forth in the Certificate of Designation for the Series B Convertible Preferred Stock.

A copy of the Certificate of Elimination with respect to the Company’s Series B Convertible Preferred Stock is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description of Exhibit
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3.1	<u>Certificate of Elimination of Series B Convertible Preferred Stock of The Walt Disney Company</u>
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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.

The Walt Disney Company

By: /s/ Roger J. Patterson

Roger J. Patterson

Associate General Counsel and Assistant Secretary

Registered In-House Counsel

Dated: November 30, 2018