
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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) May 23, 2012 (May 22, 2012)

GIBRALTAR INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-22462
(Commission
File Number)

16-1445150
(IRS Employer
Identification No.)

3556 Lake Shore Road
P.O. Box 2028
Buffalo, New York 14219-0228
(Address of principal executive offices) (Zip Code)

(716) 826-6500
(Registrant's telephone number, including area code)

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:

- 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.

On May 22, 2012, Gibraltar Industries, Inc. (the “Company”) filed an Amendment to its Certificate of Incorporation (the “Amendment”), amending Article EIGHTH thereof to remove the restriction preventing stockholders from taking action by written consent.

The Company believes the Amendment provides stockholders with improved rights. The Company’s Nominating and Corporate Governance Committee recommended that these rights be provided to our stockholders in an effort to stay at the forefront of corporate governance practices. The Company’s stockholders adopted the Amendment at the Company’s Annual Meeting of Stockholders on May 3, 2012.

Article EIGHTH of the Company’s Certificate of Incorporation, as so amended, is set forth in its entirety below:

“EIGHTH: Action shall be taken by the stockholders of the Corporation only at any annual or special meetings of stockholders or by written consent of the stockholders. Special meetings of the stockholders of the Corporation may be called only as provided in the By-Laws.”

A copy of the Amendment is filed as Exhibit 3.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits

(a)-(c) Not Applicable
(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Certificate of Incorporation of Gibraltar Industries, Inc. filed May 22, 2012

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.

GIBRALTAR INDUSTRIES, INC.

Date: May 23, 2012

By: /s/ Kenneth W. Smith
Kenneth W. Smith
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 3.1	Certificate of Amendment of Certificate of Incorporation of Gibraltar Industries, Inc. filed May 22, 2012.

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
GIBRALTAR INDUSTRIES, INC.

Gibraltar Industries, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Board of Directors of the Corporation has adopted the following resolutions proposing and declaring advisable an amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that it being advisable to amend the Certificate of Incorporation of the Corporation to remove the restriction preventing stockholders from taking action by written consent, the proposal to amend the Certificate of Incorporation to remove such restriction shall be, and hereby is, authorized and approved; and it is further

RESOLVED, that to carry into effect the intent of the foregoing resolution, Article Eighth of the Corporation's Certificate of Incorporation shall be amended by deleting the same in its entirety and substituting therefor a new Article Eighth to read as follows:

"EIGHTH: Action shall be taken by the stockholders of the Corporation only at any annual or special meetings of stockholders or by written consent of the stockholders. Special meetings of the stockholders of the Corporation may be called only as provided in the By-Laws."

SECOND: That a meeting was held and a vote of stockholders was taken on May 3, 2012, and said amendment was approved.

THIRD: That the aforesaid amendment was duly adopted in accordance with the provisions of Sections 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Gibraltar Industries, Inc. has caused this certificate to be signed by an authorized officer this 22nd day of May, 2012.

GIBRALTAR INDUSTRIES, INC.

By: /s/ Kenneth W. Smith
Kenneth W. Smith
Senior Vice President and
Chief Financial Officer