

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): March 5, 2021

DUCOMMUN INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-08174
(Commission
File Number)

95-0693330
(IRS Employer
Identification No.)

**200 Sandpointe Avenue, Suite 700,
Santa Ana, California**
(Address of principal executive offices)

92707-5759
(Zip Code)

Registrant's telephone number, including area code (657) 335-3665

N/A

(Former name or former address, if changed since last report.)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value per share	DCO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company 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.

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

On March 5, 2021, the Board of Directors of Ducommun Incorporated (the “Company”) amended and restated Article III, Section 1(b) of the Company’s Bylaws to provide that the authorized number of directors of the Company shall not be less than six (6) nor more than nine (9) until changed by an amendment to the bylaws with the exact number of directors to be fixed, within such limits from time to time, solely by resolution adopted by the affirmative vote of a majority of the total number of directors then authorized. In connection with the amendment, the Board of Directors also amended and restated Article III, Section 1(c) to replace such section with a reserved placeholder. This description of the amendment to the Company’s Bylaws is qualified in its entirety by reference to the text of the Amendment to Bylaws filed as Exhibit 3.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Title and Description
3.1	Amendment to Bylaws of Ducommun Incorporated dated March 5, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

DUCOMMUN INCORPORATED
(Registrant)

Date: March 8, 2021

By: /s/ Christopher D. Wampler
Christopher D. Wampler
Vice President, Chief Financial
Officer, Controller and Treasurer

**AMENDMENT TO THE BYLAWS OF
DUCOMMUN INCORPORATED
Dated March 5, 2021**

1. Article III, Section 1(b) of the Bylaws of Ducommun Incorporated is hereby amended to read in its entirety as follows:

Section 1(b). Minimum and Maximum Number. The authorized number of Directors of this Corporation shall not be less than six (6) nor more than nine (9) until changed by an amendment of this Bylaw; the exact number of Directors shall be fixed, within the limits specified in this Section 1(b), from time to time solely by resolution adopted by the affirmative vote of a majority of the total number of directors then authorized.

2. Article III, Section 1(c) of the Bylaws of Ducommun Incorporated is hereby amended to read in its entirety as follows:

Section 1(c). Reserved.