

Motorola Solutions, Inc.  
Form 8-K  
November 14, 2014

**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): November 13, 2014**

**Motorola Solutions, Inc.**  
**(Exact Name of Registrant as Specified in Charter)**

**DELAWARE**  
**(State or Other Jurisdiction of Incorporation)**

**1-7221**  
**(Commission)**

**36-1115800**  
**(IRS Employer)**

**File Number)**

**Identification No.)**

**1303 East Algonquin Road**

**Schaumburg, Illinois**  
**(Address of Principal Executive Offices)**

**60196**  
**(Zip Code)**

**Registrant's telephone number, including area code: (847) 576-5000**

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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 13, 2014, the Board of Directors (the *Board*) of Motorola Solutions, Inc., a Delaware corporation (the *Company*), upon recommendation of the Compensation and Leadership Committee (the *Committee*), amended the Motorola Solutions, Inc. 2011 Senior Officer Change in Control Severance Plan (the *Severance Plan*) to make the term of the Severance Plan indefinite as well as certain other administrative amendments.

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

On November 13, 2014, the Board amended the Company's Amended and Restated Bylaws (the *Bylaw Amendment*). The *Bylaw Amendment* provides for an exclusive forum provision which provides that unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director or officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's Certificate of Incorporation or Bylaws (as either may be amended from time to time), or (iv) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation governed by the internal affairs doctrine shall be a state court located within the State of Delaware (or, if no state court located within the State of Delaware has jurisdiction, the federal district court for the District of Delaware).

The foregoing summary is qualified by the full text of the Company's Amended and Restated Bylaws, as amended and restated to reflect the *Bylaw Amendment*, which is included as Exhibit 3.1 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>                                      |
|--------------------|---|
| 3.1                | Amended and Restated Bylaws of Motorola Solutions, 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.

MOTOROLA SOLUTIONS, INC.  
(Registrant)

Dated: November 14, 2014

By: /s/ Mark S. Hacker  
Name: Mark S. Hacker  
Senior Vice President and General  
Counsel

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| <b>3.1</b>         | <b>Amended and Restated Bylaws of Motorola Solutions, Inc.</b> |