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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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

**Date of Report (Date of Earliest Event Reported) June 4, 2009**

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### **WATSCO, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Florida**

(State or Other Jurisdiction of Incorporation)

**1-5581**

(Commission File Number)

**59-0778222**

(IRS Employer Identification No.)

**2665 South Bayshore Drive, Suite 901**

**Coconut Grove, Florida 33133**

(Address of Principal Executive Offices, Including Zip Code)

**(305) 714-4100**

(Registrant's Telephone Number, Including Area Code)

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

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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):

- 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**

The Board of Directors of Watsco, Inc. approved an amendment to the Company's Amended and Restated Articles of Incorporation to provide that vacancies filled by the Board of Directors be subject to reelection at the next annual meeting of shareholders on April 1, 2009. On April 17, 2009, the Board of Directors of Watsco, Inc. approved an amendment to the Company's Amended and Restated Articles of Incorporation to authorize the issuance of up to 10,000,000 shares of preferred stock. Both amendments were approved and adopted by the affirmative vote of a majority of the shares outstanding, with Common stock and Class B common stock voting together as a single class, on May 29, 2009. The amendments to the Amended and Restated Articles of Incorporation are filed as Exhibit 3.1 to this report and are incorporated by reference into this Section 5.03.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	Articles of Amendment to the Amended and Restated Articles of Incorporation of Watsco, Inc., effective June 4, 2009

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**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, thereunto duly authorized.

**WATSCO, INC.**

Dated: June 10, 2009

By:           /s/ Ana M. Menendez            
Ana M. Menendez,  
Chief Financial Officer

**ARTICLES OF AMENDMENT**  
**TO THE**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**WATSCO, INC.**

Watsco, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1006 of the Florida Business Corporation Act (the "FBCA"), for the purpose of filing these Articles of Amendment to the Amended and Restated Articles of Incorporation (these "Amended Articles") with the Department of State of the State of Florida, that:

1. The name of the Corporation is Watsco, Inc.
2. The Corporation's Articles of Incorporation are hereby amended to provide that vacancies filled by the Board of Directors shall be subject to reelection at the next annual meeting of stockholders of the Corporation by deleting Article V in its entirety and replacing it with Article V set forth below:

"Article V

The Corporation shall have not less than three directors and not more than nine to be divided, as nearly as possible, into three equal classes, Class A, Class B, and Class C to serve in staggered terms of office of three years apiece.

Therefore, approximately one-third of the members of the Board of Directors shall be elected every three years to serve for a term of three years until their successors are duly elected and qualified. Vacancies in the Board of Directors shall be filled by the majority of the directors remaining in office until the next annual meeting of stockholders; and vacancies created by an increase in the number of directors by the Board of Directors between annual stockholders meetings shall be filled by a majority of the directors remaining in office until the next annual meeting of stockholders."

3. The Amended Articles were adopted and approved on April 1, 2009 (i) by a resolution adopted and approved by the directors of the Corporation and (ii) by the affirmative vote of a majority of the outstanding shares of Common stock and Class B common stock of the Company voting together as a class pursuant to Section 607.0704 of the FBCA (the number of votes cast by these voting groups on these Amended Articles was sufficient for approval by these voting groups). The Amended Articles shall be effective upon filing with the Department of State of the State of Florida.

**IN WITNESS WHEREOF**, the Corporation has caused these Articles of Amendment to the Amended and Restated Articles of Incorporation to be executed by a duly authorized officer of the Corporation as of this 1st day of April, 2009.

**WATSCO, INC.**

By: /s/ Barry S. Logan  
Barry S. Logan,  
Senior Vice President

**ARTICLES OF AMENDMENT**  
**TO THE**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**WATSCO, INC.**

Watsco, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1006 of the Florida Business Corporation Act (the "FBCA"), for the purpose of filing these Articles of Amendment to the Amended and Restated Articles of Incorporation (these "Amended Articles") with the Department of State of the State of Florida, that:

1. The name of the Corporation is Watsco, Inc.
2. Section A in Article III of the Corporation's Amended and Restated Articles of Incorporation hereby are amended in its entirety to read as follows:

**ARTICLE III**

**A.** The aggregate number of shares of Capital Stock which the Corporation shall have the authority to issue is 80,000,000 shares, of which (i) 60,000,000 shares, at the par value of \$.50 per share, shall be designated as Common Stock, (ii) 10,000,000 shares, at the par value of \$.50 per share, shall be designated as Class B Common Stock and (iii) 10,000,000 shares, at the par value of \$.50 per share, shall be designated as Preferred Stock.

3. Section C is hereby added to Article III of the Corporation's Amended and Restated Articles of Incorporation, which shall read as follows:

**C.** The Preferred Stock may be issued from time to time in one or more series with such distinctive serial designations and (a) may have such voting powers, full or limited, or may be without voting powers; (b) may be subject to redemption at such time or times and at such prices; (c) may be entitled to receive dividends (which may be cumulative or noncumulative) at such rate or rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock; (d) may

have such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; (e) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation, at such price or prices or at such rates of exchange, and with such adjustments; and (f) shall have such other relative, participating, optional or other special rights, qualifications, limitations, preferences or restrictions thereof, all as may be stated and expressed in the resolution or resolutions providing for the issue of such Preferred Stock from time to time adopted by the Board of Directors pursuant to authority to do so which is hereby vested in the Board of Directors.

4. The Amended Articles were adopted and approved on April 17, 2009 (i) by a resolution adopted and approved by the directors of the Corporation and (ii) by the affirmative vote of a majority of the outstanding shares of Common stock and Class B common stock of the Company voting together as a class pursuant to Section 607.0704 of the FBCA (the number of votes cast by these voting groups on these Amended Articles was sufficient for approval by these voting groups). The Amended Articles shall be effective upon filing with the Department of State of the State of Florida.

**IN WITNESS WHEREOF**, the Corporation has caused these Articles of Amendment to the Amended and Restated Articles of Incorporation to be executed by a duly authorized officer of the Corporation as of this 17th day of April, 2009.

**WATSCO, INC.**

By: /s/ Barry S. Logan  
Barry S. Logan,  
Senior Vice President