

usell.com, Inc.  
Form 8-K  
September 20, 2012

**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): September 14, 2012

**usell.com, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other Jurisdiction of Incorporation)

000-50494  
(Commission File Number)

**98-0412432**  
(IRS Employer Identification No.)

**245 North Ocean Blvd., Suite 306**

**Deerfield Beach, Florida**                      **33441**  
(Address of principal executive offices)    (Zip Code)

Registrant's telephone number, including area code: **(954) 915-1550**

Former Address: **413 North Federal Highway Ft. Lauderdale, Florida 33301**

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))

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

On September 14, 2012, usell.com, Inc. amended its bylaws to remove the super-majority voting requirement for directors to take action whenever a vacancy exists. The foregoing description is qualified in its entirety to the Second Amended and Restated Bylaws, which is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No. Exhibit

3.1 Second Amended and Restated Bylaws

**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.

USELL.COM, INC.

Date: September 20, 2012 By: /s/ Michael Brachfeld  
Name: Michael Brachfeld  
Title: Chief Financial Officer