

**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): **June 28, 2010**

Syms Corp

(Exact name of registrant as specified in its charter)

New Jersey _____ (State or other jurisdiction of incorporation)	001-8546 _____ (Commission File Number)	22-2465228 _____ (I.R.S. Employer Identification No.)
One Syms Way, Secaucus, New Jersey _____ (Address of principal executive offices)		07094 _____ (Zip Code)

Registrant's telephone number, including area code: **(201) 902-9600**

Not Applicable

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 (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 3.03 Material Modification to Rights of Security Holders.

On July 2, 2010, Syms Corp (the “Company”) filed with the State of New Jersey a Certificate of Amendment to its Certificate of Incorporation (the “Amendment”) to limit the liability of the Company’s directors and officers. The Amendment was approved by the Company’s shareholders at its June 29, 2010 Annual Meeting of Shareholders, as described below. A copy of the Amendment is included as an exhibit to this Form 8-K.

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

As of June 28, 2010, Gary Roberts, Senior Vice President, Operations, is no longer with the Company.

On June 29, 2010, Joel Feigenbaum was appointed as Chief Operating Officer of the Company. Mr. Feigenbaum, age 53, joined the Company in March, 2010 as Chief Integration Officer. Mr. Feigenbaum previously served as President of Reader’s Digest’s Books Are Fun, Ltd. (from November 2000 to May 2007). He was a consultant from May 2007 until joining the Company. Prior to Reader’s Digest, he was Chief Operating Officer of babygear.com and President and COO of Century 21 Stores. He began his career at Zayre’s and Target Stores.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Shareholders of the Company held on June 29, 2010, the Company’s shareholders elected each of the Company’s four nominees for director for a one-year term, approved an amendment to the Company’s Certificate of Incorporation to limit the liability of the Company’s directors and officers, and ratified the appointment of BDO Seidman, LLP as the Company’s independent registered public accounting firm for the fiscal year ending February 26, 2011.

The results of the voting were as follows:

	<u>For</u>	<u>Withheld</u>
Election of Directors		
Marcy Syms	9,858,210	2,292,631
Henry M. Chidgey	11,341,317	809,524
Thomas E. Zanecchia	11,340,117	810,724
Bernard H. Tenenbaum	11,322,917	827,924

	<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-votes</u>
Approval of Amendment to the Company's Certificate of Incorporation	10,614,858	2,934,072	7,826	0
Ratification of the Appointment of BDO Seidman, LLP as Independent Registered Public Accounting Firm	13,244,190	308,159	4,408	0

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

The following exhibit is filed with this Current Report on Form 8-K:

Exhibit 3.1 – Certificate of Amendment to the Certificate of Incorporation of Syms Corp, as approved by the Company's shareholders on June 29, 2010 and filed with the State of New Jersey on July 2, 2010.

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.

SYMS CORP

By: /s/ Seth L. Udasin _____

Name: Seth L. Udasin

Title: Senior Vice President and

Chief Financial and Administrative Officer

Dated: July 2, 2010

EXHIBIT INDEX

Exhibit 3.1 – Certificate of Amendment to the Certificate of Incorporation of Syms Corp, as approved by the Company’s shareholders on June 29, 2010 and filed with the State of New Jersey on July 2, 2010.

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SYMS CORP.**

Pursuant to N.J.S. 14A:9-4(3)

Dated: June 29, 2010

The undersigned corporation, having adopted an amendment to its Certificate of Incorporation, hereby certifies as follows:

1. The name of the corporation is Syms Corp.
2. The corporation's Certificate of Incorporation is amended by adding a new Article TWELFTH, which shall provide in its entirety as follows:

“TWELFTH: The personal liability of the Officers and Directors of the Corporation is hereby eliminated to the fullest extent permitted by subsection 14A:2-7(3) of the New Jersey Business Corporation Act, as the same may be amended or supplemented. No amendment to or repeal of this Article TWELFTH shall apply to or have any effect on the liability or alleged liability of any Officer or Director for or with respect to any acts or omissions of such Officer or Director occurring prior to such amendment or repeal. If the laws of the State of New Jersey are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of an Officer or Director of the Corporation shall be eliminated or limited to the fullest extent then permitted. No repeal or modification of this Article TWELFTH shall adversely affect any right of or protection afforded to an Officer or Director of the Corporation existing immediately prior to such repeal or modification.”

3. The date of adoption of the amendment by the shareholders of the corporation was June 29, 2010.
4. The number of shares entitled to vote on the amendment was 14,448,188 shares of common stock.
5. The number of shares voted for and against the amendment were as follows:

For:	10,614,858
Against:	2,934,072

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate of amendment to be executed on its behalf by its duly authorized officer as of the date first above written.

SYMS CORP.

By: /s/Seth L. Udasin

Name: Seth L. Udasin

Title: Secretary, Senior Vice President
and Chief Financial Officer