

IMMUCELL CORP /DE/  
Form 8-K  
December 23, 2010

**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: December 20, 2010**

**(Date of earliest event reported)**

**ImmuCell Corporation**

**(Exact name of registrant as specified in its charter)**

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification Number)

**56 Evergreen Drive**

**Portland, Maine**  
(Address of principal executive offices)  
**207-878-2770**

**04103**  
(Zip Code)

(Registrant's telephone number, including area code)

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

On December 20, 2010, Mr. Robert C. Bruce submitted a letter to ImmuCell Corporation (the Company) tendering his resignation from the Board of Directors of the Company. In due course, the Nominating Committee of the Board of Directors will consider nominees to fill the seat vacated by Mr. Bruce and make such recommendation, if any, as it may deem appropriate, to the full Board of Directors for approval. After consultation with legal counsel, management has determined that a replacement director who meets the Securities and Exchange Commission's criteria for financial expert is not required. Therefore, this resignation is deemed to be effective as of December 31, 2010.

To the knowledge of the Company's executive officers, there is no disagreement between the Company and Mr. Bruce with respect to any matter relating to the Company's operations, policies or practices.

As disclosed in the Company's proxy statement relating to its 2010 annual meeting of stockholders, under the Company's Bylaws, a stockholder intending to formally nominate a person for election as a director at the 2011 annual meeting of stockholders must so notify the Secretary of the Company in writing of such intent not later than March 18, 2011.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

99.1 Letter of resignation from the Board of Directors from Mr. Robert C. Bruce.

**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.

Dated: December 23, 2010

**IMMUCELL CORPORATION**

By: /s/ Michael F. Brigham  
Michael F. Brigham  
*President and CEO*

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
EX-99.1	Letter of resignation from the Board of Directors from Mr. Robert C. Bruce.