

**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): November 1, 2007

3DIcon Corporation

(Exact name of registrant as specified in charter)

Oklahoma  
(State or other jurisdiction of incorporation)

333-143761  
(Commission  
File Number)

73-1479206  
(IRS Employer  
Identification No.)

7507 S. Sandusky Avenue  
Tulsa, OK  
(Address of principal executive offices)

74136  
(Zip Code)

Registrant's telephone number, including area code: (918) 492-5082

Copies to:

Gregory Sichenzia, Esq.  
Sichenzia Ross Friedman Ference LLP  
61 Broadway, 32<sup>nd</sup> Floor  
New York, New York 10006  
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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 AMENDMENT TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.**

On November 1, 2007, the Board of Directors of 3DIcon Corporation (the "Company"), adopted by unanimous written consent an amendment to the Company's Bylaws. The amended Bylaws are attached as exhibit 3.4.

The amendment to the Bylaws provided that the Annual Meeting of the Company is to be held during the months of May, June or July. In addition, the amendment to the Bylaws created two additional positions on the Board of Directors.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|----------------------|
| 3.4                | Amendment to Bylaws* |

\*To be filed on Amendment.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**3DIcon Corporation**

Dated: November 7, 2007

By: /s/ Vivek Bhaman

Name: Vivek Bhaman

Title: President & Chief Operating Officer