

EVOLVING SYSTEMS INC  
Form 8-K  
October 21, 2010

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**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)

**October 21, 2010**

**Evolving Systems, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**0-24081**  
(Commission File Number)

**84-1010843**  
(I.R.S. Employer  
Identification No.)

**9777 Pyramid Court, Suite 100**

**Englewood, Colorado 80112**

(Address of principal executive offices)

Registrant's telephone number, including area code **(303) 802-1000**

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N/A

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:

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

*Departure of Director Bruce W. Armstrong.*

Effective October 21, 2010, Bruce W. Armstrong resigned from the Board of Directors of Evolving Systems, Inc. ( Company ). Mr. Armstrong had served on the Company s Board of Directors since June 2007 and was a member of the Compensation Committee and the Nominating and Governance Committee. There are no disagreements with the Company.

Also effective October 21, 2010, the Board of Directors agreed to reduce the size of the Board of Directors from eight (8) members to seven (7) in accordance with Article IV, Section 15 of the Company s Bylaws.

**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: October 21, 2010.

**Evolving Systems, Inc.**

By:

/s/ ANITA T. MOSELEY  
Anita T. Moseley  
Sr. Vice President & General Counsel