
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 16, 2010**

AVI BioPharma, Inc.

(Exact name of registrant as specified in its charter)

Oregon
(State or other jurisdiction of
incorporation)

001-14895
(Commission File Number)

93-0797222
(IRS Employer
Identification No.)

3450 Monte Villa Parkway, Suite 101
Bothell, WA 98021
(Address of principal executive offices, including zip code)

(425) 354-5038
(Registrant's telephone number, including area code)

(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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Attached hereto as Exhibit 3.1 are amendments to Sections 3.6, 3.9(c) and 4.3(d) of the bylaws of AVI BioPharma, Inc. (the “Company”) adopted by the board of directors (the “Board”) on November 16, 2010.

The amendment to Section 3.6 reduces the notice period for special meetings of the Board from five (5) days to forty-eight (48) hours and provides for notice via facsimile or electronic mail.

Sections 3.9(c) and 4.3(d) previously provided for action by unanimous written consent in lieu of meeting for the Board and committees thereof. The amendments to these sections permit action by unanimous consent of the Board or committees thereof via electronic transmission.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amendments to the bylaws of the Company, effective November 16, 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.

AVI BioPharma, Inc.

By: /s/ J. David Boyle II
J. David Boyle II
Interim President and Chief Executive Officer, and Senior Vice President
and Chief Financial Officer

Date: November 17, 2010

EXHIBIT INDEX

Exhibit Number	Description
3.1	Amendments to the bylaws of the Company, effective November 16, 2010.

**TEXT OF AMENDMENTS TO
THE FIRST RESTATED BYLAWS OF
AVI BIOPHARMA, INC.**

Effective November 16, 2010

Section 3.6 is amended and restated as follows:

3.6 Notice. Notice of the date, time, and place of any special meeting of the Board of Directors shall be given at least forty-eight (48) hours prior to the meeting by any means provided by law. If mailed, notice shall be deemed to be given upon deposit in the United States mail addressed to the director at the director's business address, with postage thereon prepaid. If by facsimile or electronic mail, notice shall be deemed to be given when the facsimile or electronic mail is sent to the director at the director's facsimile number or electronic mail address. Notice by all other means shall be deemed to be given when received by the director or a person at the director's business or residential address whom the person giving notice reasonably believes will deliver or report the notice to the director within 24 hours. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.9(c) is amended and restated as follows:

(c) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. The action shall be effective on the date when the last signature is placed on the consent or the date when the last electronic transmission is sent or at such earlier or later time as is set forth in the consent.

Section 4.3(d) is amended and restated as follows:

(d) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the executive committee may be taken without a meeting if all members of the executive committee consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the executive committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. The action shall be effective on the date when the last signature is placed on the consent or the date when the last electronic transmission is sent or at such earlier or later time as is set forth in the consent.
