

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 12, 2002

RTW, Inc.
(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of incorporation)

0-25508
(Commission File Number)

41-1440870
(IRS Employer Identification No.)

8500 Normandale Lake Blvd., Suite 1400
Bloomington, MN
(Address of principal executive offices)

55437
(Zip Code)

Registrant's telephone number, including area code 952-893-0403

Item 5. Notification of a Reverse Stock Split

Pursuant to the Articles of Amendment to the Amended and Restated Articles of Incorporation of RTW, Inc. (the "Company") filed with the Secretary of State of the State of Minnesota on November 12, 2002, effective as of 12:01 a.m. on November 22, 2002 (the "Effective Time"), the Company effected a one-for-two reverse stock split of the Company's common stock issued and outstanding immediately prior to the Effective Time ("Old Common Stock"). The reverse stock split also affects options and other securities convertible into or exchangeable for shares of the Company's common stock that were issued and outstanding immediately prior to the Effective Time.

No fractional shares will be issued in connection with the reverse stock split. A holder of a certificate representing shares of Old Common Stock at the Effective Time who would otherwise be entitled to receive a fraction of a share of the Company's common stock is, in lieu thereof, entitled to receive a full share of common stock.

A copy of the Articles of Amendment to the Company's Amended and Restated Articles of Incorporation, as amended, which was necessary to affect the reverse stock split is attached hereto as Exhibit 4.1.

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.

RTW, Inc.

Dated: November 12, 2002

By /s/ J. Alexander Fjelstad

J. Alexander Fjelstad III
Chief Executive Officer
(Principal Executive Officer)

**ARTICLES OF AMENDMENT TO
AMENDED ARTICLES OF INCORPORATION
OF
RTW, INC.**

The undersigned, an officer of RTW, Inc., a Minnesota corporation (the “corporation”), hereby certifies that:

1. The name of the corporation is RTW, Inc.; and
2. Pursuant to and in accordance with the provisions of Minnesota Statutes Sections 302A.131 and 302A.402, Subd. 3, the Board of Directors of the corporation duly authorized and approved the following amendment to the corporation’s Articles of Incorporation on November 7, 2002:

RESOLVED, that Article III of the corporation’s Amended Articles of Incorporation shall be amended to state, in its entirety, as follows:

ARTICLE III — CAPITAL

The aggregate number of shares that the corporation has authority to issue shall be 17,500,000 shares, which shall have a par value of \$.01 per share solely for the purpose of any statute or regulation imposing a tax or fee based upon the capitalization of the corporation, and which shall consist of 12,500,000 common shares and 5,000,000 undesignated shares. The Board of Directors of the corporation is authorized to establish from the undesignated shares, by resolution adopted and filed in the manner provided by law, one or more classes or series of shares, to designate each class or series (which may include but is not limited to designation as additional common shares), and to fix the relative powers, qualifications, restrictions, rights and preferences of each such class or series, including, without limitation, the right to create voting, dividend and liquidation rights and preferences greater than those of common stock.

Except as expressly amended by the provisions hereof, the terms and provisions contained in the Articles of Incorporation and any previous amendments thereto shall continue in full force and effect.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 7th day of November, 2002.

RTW, Inc.

By: /s/ J. Alexander Fjelstad

Its: Chief Executive Officer