

Edgar Filing: VARIAN MEDICAL SYSTEMS INC - Form 8-A12B/A

VARIAN MEDICAL SYSTEMS INC
Form 8-A12B/A
November 06, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20569

FORM 8-A/A-2

AMENDMENT NO. 2

To Registration Statement on Form 8-A
dated November 23, 1998
relating to
Preferred Stock Purchase Rights

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

VARIAN MEDICAL SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware

94-2359345

(State of incorporation or organization)

(IRS Employer
Identification No.)

3100 Hansen Way
Palo Alto, CA

94304-1000

(Address of principal executive offices)

(Zip Code)

If this Form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), please check the following box. []

If this Form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), please check the following box. []

Securities Act registration statement file number to which this form relates:
N/A

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
To be so registered

Name of each exchange on which
each class is to be registered

Preferred Stock Purchase Rights

Pacific Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

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NONE

(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Item 1 is hereby amended by adding the following paragraph:

On August 17, 2001, Varian Medical Systems, Inc. (the "Company") entered into an amendment (the "Second Amendment") to the Rights Agreement dated as of November 20, 1998 as amended, by the First Amendment dated April 1, 1999 between the Company and First Chicago Trust Company of New York, as Rights Agent (the "Rights Agent"). The Second Amendment, entered into by and among the Company and the Rights Agent, amends the Rights Agreement, effective as August 17, 2001 to increase the Exercise Price of the Rights from \$110.00 to \$420.00.

ITEM 2. EXHIBITS.

Item 2 is hereby amended by adding new Exhibit 3 as follows:

Exhibit No. -----	Description -----
(3)	Second Amendment to Rights Agreement, dated as of August 17, 2001, between Varian Medical Systems, Inc. and First Chicago Trust Company of New York, as Rights Agent (incorporated by reference to Exhibit 3 to the Company's Amendment No. 2. to Registration Statement on Form 8-A/A-2 dated November 6, 2001, with respect to the New York Stock Exchange).

2

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

VARIAN MEDICAL SYSTEMS, INC.

By: /s/ Joseph B. Phair

Name: Joseph B. Phair
Title: Vice President, Administration,
General Counsel and Secretary

Dated: November 6, 2001

3

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EXHIBIT INDEX

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