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NORTHEAST UTILITIES SYSTEM

Form 8-A12B/A

February 01, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

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

NORTHEAST UTILITIES
(Exact name of registrant as specified in its charter)

MASSACHUSETTS
(State of incorporation or organization)

04-2147929
(I.R.S. Employer Identification No.)

175 Brush Hill Avenue, West Springfield, Massachusetts
(Address of principal executive offices)

01090
(Zip Code)

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
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Common Share Purchase Rights	New York Stock Exchange
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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), check the following box. [X]

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), check the following box. []

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

None

(Title of Class)

Item 1. Description of Securities to be Registered.

On January 7, 2002, the Board of Trustees of Northeast Utilities the "Company") approved a second amendment to the Company's Shareholder

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Rights Agreement dated as of February 23, 1999, as amended by an Amendment to Rights Agreement dated as of October 12, 1999. Such amendment removed all references to Consolidated Edison, Inc. and its affiliates so that such companies would not be excluded from the definition of "Acquiring Person" under the agreement. The amendment also made other conforming changes to the agreement.

A copy of the Rights Agreement and amendments thereto is filed herewith or incorporated by reference as an exhibit hereto and is hereby incorporated by reference.

Item 2. Exhibits.

- 1. Form of Rights Agreement dated as of February 23, 1999 between Northeast Utilities and Northeast Utilities Service Company, which includes, as Exhibit A thereto, the form of Right Certificate (incorporated by reference to Exhibit 1 to the Form 8-A dated and filed as of April 12, 1999 by Northeast Utilities).
- 2. Form of Amendment to Rights Agreement dated as of October 12, 1999 between Northeast Utilities and Northeast Utilities Service Company (incorporated by reference to Exhibit 10 to the Form 8-K filed as of October 19, 1999 by Northeast Utilities).
- 3. Form of Second Amendment to Rights Agreement dated as of January 8, 2002 between Northeast Utilities and Northeast Utilities Service Company.

SIGNATURE

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

NORTHEAST UTILITIES

By: /s/ Gregory B. Butler
Name: Gregory B. Butler
Title: Vice President,
Secretary and General Counsel
Date: February 1, 2002

border: solid black; border-top-width: 1; border-left-width: 0; border-right-width: 1; border-bottom-width: 1"> 5.
Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director
 Officer (give title below)

10% Owner
 Other (specify below)

Exec VP, Engineering
(First)

(Last)

(Middle)

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C/O INFOBLOX INC., 3111 CORONADO DRIVE 3. Date of Earliest Transaction (Month/Day/Year)
05/06/2013

(Street)

SANTA CLARA, CA 95054 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/06/2013		M			4,600	A	\$ 2.49	34,600	D	
Common Stock	05/06/2013		S ⁽¹⁾			4,600	D	\$ 23.74	30,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
					(A)	(D)			
Employee Stock Option	\$ 2.49	05/06/2013		M		4,600	⁽³⁾ 09/19/2017	Common Stock	4,600

(right to
buy)(NQ)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parekh Sohail M. C/O INFOBLOX INC. 3111 CORONADO DRIVE SANTA CLARA, CA 95054			Exec VP, Engineering	

Signatures

Sohail Parekh, by Robert Horton, his Attorney-in-Fact	05/08/2013
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 9, 2012.
Price shown is the weighted average sale price. The sale transactions reported on this line ranged in price from \$23.54 to \$23.90. The
- (2) reporting person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, Infoblox Inc., or a security holder of Infoblox Inc., full information regarding the number of shares sold at each separate price.
- (3) The option was fully vested and exercisable as of August 1, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.