

VARIAN MEDICAL SYSTEMS INC

Form 10-Q/A

May 03, 2002

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM 10-Q/A
(Amendment No.1)**

**[X] QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended March 29, 2002
or

**[] TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____

Commission File Number 1-7598

VARIAN MEDICAL SYSTEMS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
Incorporation or Organization)

94-2359345
(I.R.S. Employer
Identification Number)

**3100 Hansen Way,
Palo Alto, California**
(Address of principal executive offices)

94304-1030
(Zip Code)

(650) 493-4000
(Registrant's telephone number, including area code)

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

| Title of each class | Name of each exchange on which registered |
|---------------------------------|--|
| Common Stock, \$1 par value | New York Stock Exchange |
| Preferred Stock Purchase Rights | Pacific Exchange |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 67,982,979 shares of Common Stock, par value \$1 per share, outstanding as of April 30, 2002.

www.varian.com

(NYSE: VAR)

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PART II OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

SIGNATURES

INDEX TO EXHIBITS

EXHIBIT 10.1

EXHIBIT 10.18

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This Amendment has been filed to reflect changes to Section 1.1 of the Varian Medical Systems, Inc. Omnibus Stock Plan and 2000 Stock Plan to correct the effective date of each plan.

PART II

OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits required to be filed by Item 601 of Regulation S-K:

| Exhibit No. | Description |
|----------------|--|
| 3.1 | Restated Certificate of Incorporation. ⁽¹⁾ |
| 4.1 | Third Amendment to Rights Agreement, dated as of November 16, 2001, between Varian Medical Systems, Inc., and First Chicago Trust Company of New York and EquiServe Trust, N.A., as Rights Agent. ⁽²⁾ |
| 4.2 | Fourth Amendment to Rights Agreement, dated as of January 15, 2002, between Varian Medical Systems, Inc., and First Chicago Trust Company of New York and EquiServe Trust, N.A., as Rights Agent. ⁽³⁾ |
| 10.1 | Omnibus Stock Plan. |
| 10.18 | 2000 Stock Option Plan. |
| 15.1 | Letter Regarding Unaudited Interim Financial Information. ⁽¹⁾ |

(1) Incorporated by reference to the exhibit of the same number to the Company's Form 10-Q Quarterly Report for the quarter ended March 29, 2002.

(b) The Company did not file any reports on Form 8-K during the quarter ended March 29, 2002.

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INDEX TO EXHIBITS

| Exhibit No. | Description |
|-------------|--|
| 3.1 | Restated Certificate of Incorporation. ⁽¹⁾ |
| 4.1 | Third Amendment to Rights Agreement, dated as of November 16, 2001, between Varian Medical Systems, Inc., and First Chicago Trust Company of New York and EquiServe Trust, N.A., as Rights Agent. ⁽²⁾ |
| 4.2 | Fourth Amendment to Rights Agreement, dated as of January 15, 2002, between Varian Medical Systems, Inc., and First Chicago Trust Company of New York and EquiServe Trust, N.A., as Rights Agent. ⁽³⁾ |
| 10.1 | Omnibus Stock Plan. |
| 10.18 | 2000 Stock Option Plan. |
| 15.1 | Letter Regarding Unaudited Interim Financial Information. ⁽¹⁾ |

(1) Incorporated by reference to the exhibit of the same number to the Company's Form 10-Q Quarterly Report for the quarter ended March 29, 2002.

(2) Incorporated by reference to Exhibit 4 to the Company's Amendment No. 3 to Registration Statement on Form 8-A/A-3 dated January 4, 2002, with respect to the New York Stock Exchange. (3) Incorporated by reference to Exhibit 4 to the Company's Amendment No. 4 to Registration Statement on Form 8-A/A-4 dated January 15, 2002, with respect to the New York Stock Exchange.