

MoSys, Inc.  
Form 8-A12G/A  
July 27, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A/A**

Amendment No. 3

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

**MOSYS, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State of incorporation or organization)

**77-0291941**  
(I.R.S. Employer Identification No.)

**3301 Olcott Street, Santa Clara, CA 95054**

(Address of principal executive offices) (Zip Code)

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

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**Title of each class  
to be so registered**  
Not Applicable

**Name of each exchange on which  
each class is to be registered**  
Not Applicable

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.

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 Act registration statement file number to which this form relates: **333-43122**

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

**Common Stock, \$0.01 par value per share,**

**Series AA Preferred Stock, \$0.01 par value per share**

(Title of Class)

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Explanatory Note

This Amendment No. 3 amends and supplements the Registration Statement on Form 8-A filed by MoSys, Inc. (the Company) on June 26, 2001, as amended by Amendment No. 1 to the Registration Statement on Form 8-A/A filed by the Company on December 22, 2004 and Amendment No. 2 to the Registration Statement on Form 8-A/A filed by the Company on November 12, 2010, relating to the registration of (1) common stock with certain rights to purchase Series AA Preferred Stock and (2) Series AA Preferred Stock (the Form 8-A).

Item 1. Description of Registrant's Securities to be Registered.

Item 1 of the Form 8-A is amended and supplemented by adding the following:

On July 22, 2011, the Company entered into Amendment No. 1 to Rights Agreement (the Amendment) with Wells Fargo Bank, N.A., as Rights Agent (the Rights Agent). The Amendment amends the Rights Agreement, dated November 10, 2010, between the Company and the Rights Agent (the Rights Agreement) to provide that, subject to the continuing satisfaction of specified conditions, Artis Capital Management, L.P. and several affiliated entities and a related individual (collectively, Artis) will not be deemed to be an Acquiring Person, as defined under the Rights Agreement, as long as it beneficially owns less than 20% of the outstanding shares of common stock of the Company, in lieu of the 15% beneficial ownership limitation applicable generally to beneficial owners of the Company's securities under the Rights Agreement. In connection with the Amendment, the Company and Artis entered into a Voting Agreement on July 22, 2011, the terms of which are described in a Current Report on Form 8-K filed by the Company on July 27, 2011. Under the terms of the Amendment and the Voting Agreement, the higher 20% beneficial ownership limitation will be in effect and available to Artis only as long as it continues to comply with the Voting Agreement.

The description of the Amendment under this Item 1 is qualified in its entirety by reference to the full text of Amendment No. 1 to Rights Agreement, which is attached as Exhibit 4.2.3 to the Current Report on Form 8-K filed by the Company on July 27, 2011 and is incorporated herein by reference.

Item 2. Exhibits.

4.2.3 Amendment No. 1 to Rights Agreement, dated July 22, 2011, by and between the Company and Wells Fargo Bank, N.A., as Rights Agent (incorporated by reference to Exhibit 4.2.3 to the Current Report on Form 8-K filed on July 27, 2011).

SIGNATURE

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

Dated: July 27, 2011

MOSYS, INC.

By

/s/ James W. Sullivan  
James W. Sullivan  
Vice President of Finance and Chief Financial Officer

EXHIBIT INDEX

- 4.2.3 Amendment No. 1 to Rights Agreement, dated July 22, 2011, by and between the Company and Wells Fargo Bank, N.A., as Rights Agent (incorporated by reference to Exhibit 4.2.3 to the Current Report on Form 8-K filed on July 27, 2011).