

KEY TECHNOLOGY INC  
Form 8-A12G/A  
November 27, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-A/A

AMENDMENT NO. 2 TO  
REGISTRATION STATEMENT ON FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934

KEY TECHNOLOGY, INC.  
(Exact name of registrant as specified in its charter)

OREGON                      93-0822509  
(State or other jurisdiction   (IRS Employer  
of incorporation)              Identification No.)

150 Avery Street  
Walla Walla, Washington 99362  
(Address of principal executive offices) (Zip Code)

(509) 529-2161  
(Registrant's telephone number, including area code)

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

(Title of each class   (Name of each exchange on which  
to be so registered)   each class is to be registered)  
N/A                      N/A

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) or (e), 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) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. "

Securities Act registration statement or Regulation A offering statement file number to which this form relates: (If applicable)

N/A

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

N/A

(Title of Class)

**EXPLANATORY NOTE**

This Form 8-A/A is filed by Key Technology, Inc. (the "Company") to reflect the expiration of the preferred stock purchase rights registered on the Form 8-A filed by the Company on June 24, 1998, as amended.

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

Item 1 is hereby amended and supplemented as follows:

At 5:00 P.M. Pacific time, on November 13, 2017, the "Final Expiration Date" occurred under the Second Amended and Restated Rights Agreement (the "Rights Agreement"), dated as of November 13, 2007, as amended, between the Company and American Stock Transfer & Trust Company as Rights Agent. As a result, the Rights Agreement and the rights associated with the outstanding shares of the Company's common stock, no par value, pursuant to the Rights Agreement expired by their respective terms, and each share of the Company's common stock is no longer accompanied by a right to purchase, under certain circumstances, one one-thousandth of a share of Series A Junior Participating Preferred Stock.

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SIGNATURE

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.

KEY TECHNOLOGY, INC.

/s/ Jeffrey T. Siegal  
Jeffrey T. Siegal  
Senior Vice President and Chief Financial  
Officer

Dated: November 17, 2017