

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

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FORM 8-A/A-2

AMENDMENT NO. 2  
To Registration Statement  
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  
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Name of each exchange on which  
each class is to be registered  
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Preferred Stock Purchase Rights

New York Stock Exchange

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

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NONE

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(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 of 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.<br>----- | Description<br>-----  |
|----------------------|---|
| (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. |

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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

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EXHIBIT INDEX

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EXHIBIT NO.  
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DESCRIPTION  
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(2)

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.