PENTON MEDIA INC
Form 8-A12B/A
March 19, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A/A
(AMENDMENT NO. 1)

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

Penton Media, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	36-2875386
(State of Incorporation or Organization)	(I.R.S. Employer Identification no.)
1300 East Ninth Street, Cleveland, Ohio	44114
(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. |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), please check the following box. |_|

Securities Act registration statement file number to which this form relates:

____
(If applicable)

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
Rights to purchase Series A Junior Participating Preferred Stock	The New York Stock Exchange

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

None
(Title of class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

On March 7, 2002, the Board of Directors of Penton Media, Inc. ("Penton") approved Amendment No. 1, dated as of March 18, 2002 (the "Amendment"), to the Rights Agreement, dated as of June 9, 2002 (the "Rights Agreement"), by and between Penton and National City Bank, as successor Rights Agent. The Amendment made the provisions of the Rights Agreement inapplicable to the transactions contemplated by the Amended and Restated Series B Convertible Stock and Warrant Purchase Agreement, dated as of March 18, 2002, pursuant to which Penton has agreed to sell an aggregate of 50,000 shares of its Series B Convertible Preferred Stock, par value $.01 per share, and warrants to purchase 1,600,000 shares of Penton's common stock, par value $.01 per share, for an aggregate of $50 million in a private placement to two institutional investors and certain of their affiliated entities.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which has been filed as an exhibit hereto and incorporated herein by reference. Copies of the Rights Agreement, and the related Summary of Rights, which is attached as Exhibit C to the Rights Agreement, are available free of charge from Penton.

ITEM 2. EXHIBITS.

Number	Description
4.1	Amendment No. 1, dated as of March 18, 2002, to the Rights Agreement, by and between Penton and National City Bank, as successor Rights Agent.

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.

Penton Media, Inc.

By: /s/ Joseph G. NeCastro

Name: Joseph G. NeCastro
Title: Chief Financial Officer

Date: March 19, 2002

EXHIBIT INDEX

Number	Description
4.1	Amendment No. 1, dated as of March 18, 2002, to the Rights Agreement, by and between Penton and National City Bank, as successor Rights Agent, is incorporated by reference to Exhibit 4.2 of Penton's Current Report on Form 8-K filed on March 19, 2002.