

ALLERGAN INC
Form 8-A12B/A
February 14, 2003

Table of Contents

FORM 8-A

(Amendment No. 1)

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

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

ALLERGAN, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

95-1622442
(IRS Employer
Identification Number)

**2525 Dupont Drive
Irvine, California**
(Address of principal executive offices)

92612
(Zip Code)

If this form related 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:

(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
Preferred Stock Purchase Rights	New York Stock Exchange

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

None

(Title of Class)

TABLE OF CONTENTS

ITEM 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

ITEM 2. EXHIBITS

SIGNATURES

EXHIBIT INDEX

EXHIBIT 1

Table of Contents

The undersigned registrant hereby amends and supplements, as set forth below, Items 1 and 2 of its registration Statement on Form 8-A (the Form 8-A) filed with the Securities and Exchange Commission on February 1, 2000.

ITEM 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

On January 25, 2000, the Board of Directors of Allergan, Inc. (the Company), adopted a stockholder rights plan and declared a dividend of one preferred share purchase right for each outstanding share of common stock, par value \$0.01 per share, of the Company (the Common Stock) outstanding at the close of business on February 18, 2000. The rights plan is governed by a Rights Agreement dated as of January 25, 2000 (the Rights Agreement) between the Company and First Chicago Trust Company of New York, as rights agent. Amendment No. 1 to Rights Agreement, dated as of January 2, 2002, amended the Rights Agreement to appoint Equiserve Trust Company, N.A., as successor rights agent (the Rights Agent).

Effective as of January 30, 2003, the Company entered into a Second Amendment to Rights Agreement (the Second Amendment).

The Second Amendment amends the Rights Agreement to provide that a qualified institutional investor will be excluded from any determination of whether a person or group of affiliated persons has acquired, or obtained the right to acquire, beneficial ownership of 15% or more of the outstanding Common Stock.

The Second Amendment defines a qualified institutional investor as a person that:

is described in Rule 13d-1(b)(1) promulgated under the Securities Exchange Act of 1934, as amended, and is eligible to report beneficial ownership of the Common Stock of the Company on Schedule 13G;

is not required to file a Schedule 13D with respect to its beneficial ownership of Common Stock of the Company;

beneficially owns less than 15% of the Common Stock of the Company then outstanding (including in such calculation the holdings of all of such person s affiliates and associates other than those which, under published interpretations of the Securities and Exchange Commission or its staff, are eligible to file separate reports on Schedule 13G with respect to their beneficial ownership of the Common Stock of the Company); and

beneficially owns less than 20% of the Common Stock of the Company then outstanding (including in such calculation the holdings of all of such person s affiliates and associates).

The Second Amendment is attached hereto as an exhibit and is incorporated herein by reference. The foregoing description is qualified in its entirety by reference to such exhibit. A copy of the Rights Agreement and the Second Amendment is available free of charge from the Company.

Table of Contents

ITEM 2. EXHIBITS

- 1 Second Amendment to Rights Agreement between Allergan, Inc. and Equiserve Trust Company, N.A. dated as of January 30, 2003.
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Table of Contents

EXHIBIT INDEX

EXHIBITS

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|---|---|
| 1 | Second Amendment to Rights Agreement between Allergan, Inc. and Equiserve Trust Company, N.A. dated as of January 30, 2003. |
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