

SECURITIES AND EXCHANGE COMMISSION

FORM 8-A12B/A

Form for the registration/listing of a class of securities on a national securities exchange pursuant to
Section 12(b) [amend]

Filing Date: **1995-07-12**
SEC Accession No. **0000718482-95-000012**

([HTML Version](#) on [secdatabase.com](#))

FILER

EDWARDS A G INC

CIK: **718482** | IRS No.: **431288229** | State of Incorpor.: **DE** | Fiscal Year End: **0228**
Type: **8-A12B/A** | Act: **34** | File No.: **001-08527** | Film No.: **95553362**
SIC: **6211** Security brokers, dealers & flotation companies

Business Address
*ONE N JEFFERSON AVE
ST LOUIS MO 63103
3142893000*

FORM 8-A/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

A.G. EDWARDS, INC.

(Exact name of registrant as specified in its charter)

State of incorporation or organization: Delaware

I.R.S. Employer Identification No.: 43-1288229

Address of principal executive offices:

One North Jefferson Avenue St. Louis, Missouri 63103

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 |
|--|--|
|--|--|

| | |
|------------------------------|-------------------------|
| Common Stock Purchase Rights | 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.

At a meeting held on June 22, 1995, the Board of Directors of A.G. Edwards, Inc., a Delaware corporation (the "Company"), approved Amendment No. 2 (the "Amendment") to the Rights Agreement dated as of December 30, 1988, as amended on May 24, 1991, between the Company and Boatmen's Trust Company, a Missouri corporation, as Rights Agent (the "Rights Agreement"). The Amendment amends and changes the provisions of Sections 7(a) and 7(b) of the Rights Agreement so that (i) the expiration date is changed from January 18, 1999 to June 22, 2005; and (ii) the Purchase Price (as defined in the Rights Agreement) is changed from

\$75.00 to \$90.00. Both changes are to be effective as of June 22, 1995. A copy of the Amendment is filed as Exhibit 3 hereto and incorporated herein by reference. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment.

Item 2. Exhibits.

- 4(i) Rights Agreement, dated as of December 30, 1988, between A.G. Edwards, Inc., a Delaware corporation, and Boatmen's Trust Company, a Missouri corporation, as Rights Agent, which includes, as Exhibit A thereto, the form of Rights Certificate and as Exhibit B thereto, the form of Summary of Rights to Purchase Common Stock. This document was filed as Exhibit 4 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 12, 1989, and is incorporated herein by reference.
- 4(ii) Amendment No. 1 to the Rights Agreement dated as of May 24, 1991, filed as Exhibit 4.4 to the Company's Form 10-K for the fiscal year ended February 29, 1992, and incorporated herein by reference.
- 4(iii) Amendment No. 2 to the Rights Agreement dated as of June 22, 1995.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment on Form 8-A/A to its Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

A.G. Edwards, Inc.
(Registrant)

Date: July 12, 1995 By: /s/ Benjamin F. Edwards III
Benjamin F. Edwards III
Chairman

EXHIBIT INDEX

| Exhibit No. | Description | Page |
|-------------|---|------|
| 4(i) | Rights Agreement, dated as of December 30, 1988, between A.G. Edwards, Inc., a Delaware corporation, and Boatmen's Trust Company, a Missouri corporation, as Rights Agent, which includes, as Exhibit A | * |

thereto, the form of Rights Certificate and as Exhibit B thereto, the form of Summary of Rights to Purchase Common Stock. This document was filed as Exhibit 4 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 12, 1989, and is incorporated herein by reference.

- 4(ii) Amendment No. 1 to the Rights Agreement *
dated as of May 24, 1991, filed as Exhibit
4.4 to the Company's Form 10-K for the
fiscal year ended February 29, 1992, and
incorporated herein by reference.
- 4(iii) Amendment No. 2 to the Rights Agreement 5
dated as of June 22, 1995.

* Previously filed and incorporated herein by reference.

STATEMENT OF DIFFERENCES

This EDGAR version document differs from the original paper format document as follows:

The exhibits listed in Item 2 and the Exhibit Index of the paper format document are numbered as Exhibit No. 1, 2 and 3, respectively.

AMENDMENT NO. 2 TO THE
RIGHTS AGREEMENT
DATED DECEMBER 30, 1988.

THIS AGREEMENT is made and entered into as of this 22nd day of June, 1995, by and between A.G. Edwards, Inc. a Delaware corporation (the "Company"), and Boatmen's Trust Company, a Missouri corporation (the "Rights Agent").

WITNESSETH:

WHEREAS, the Company and the Rights Agent executed a Rights Agreement dated December 30, 1988 which was thereafter amended by Amendment No. 1 to the Rights Agreement entered into on the 24th day of May, 1991 (collectively, the "Rights Agreement") and thereafter the Company adjusted the number of Rights by resolution adopted November 19, 1993;

WHEREAS, the Rights currently expire January 18, 1999;

WHEREAS, the Rights Agreement provides in Section 7(b) that the Purchase Price for each share of Common Stock pursuant to the exercise of a Right (as defined in the Rights Agreement) shall be \$75.00 but the Purchase Price, because of adjustments pursuant to Section 13 of the Rights Agreement, currently is \$29.09;

WHEREAS, pursuant to Section 26 of the Rights Agreement, the Company and Rights Agent are authorized to amend the Rights Agreement without the approval of any holders of Rights Certificates if, prior to the Distribution Date (as defined in the Rights Agreement), the Company deems the change to be necessary or desirable, and the Rights Agent determines that such change will not adversely affect its interest under the Rights Agreement; and

WHEREAS, the Company so deems it desirable and in the best interests of the Company and its stockholders to amend and change the provisions of Sections 7(a) and 7(b) of the Rights Agreement so that the expiration date shall be June 22, 2005 and the Purchase Price as of the date of this Amendment No. 2 shall be \$90.00.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein set forth, the parties hereby agree as follows:

Section 1. Amendment of Rights Agreement.

(a) Section 7(a) of the Rights Agreement is hereby amended in its entirety to read as follows:

"Subject to Section 7(e) and 23(a) hereof, the registered holder

of any Rights Certificate may exercise the Rights evidenced thereby in whole or in part at any time after the Distribution Date upon surrender of the Rights Certificate, with the form of election to purchase on the reverse side thereof including the certificate contained therein duly executed, to the Rights Agent at the principal corporate trust office of the Rights Agent, together with payment of the Purchase Price for each share of Common Stock as to which the Rights are exercised prior to the earlier of the Close of Business on June 22, 2005, subject to extension as provided in Section 12(c) hereof (the "Final Expiration Date") or the time at which the Rights are redeemed as provided in Section 23 hereof (such earlier time being herein referred to as the "Expiration Date")

(b) Section 7(b) of the Rights Agreement is hereby amended in its entirety to read as follows:

"The Purchase Price for each share of Common Stock pursuant to the exercise of a Right shall be \$90.00 as of June 22, 1995 and thereafter shall be subject to adjustment from time to time as provided in Section 13 hereof and shall be payable in lawful money of the United States of America in accordance with Paragraph (c) below."

Section 2. Savings Clause. All of the provisions of the Rights Agreement not amended by this Agreement shall remain in full force and effect.

Section 3. Miscellaneous.

- (a) This Agreement, as it amends the Rights Agreement, constitutes the entire agreement and understanding of the parties with respect to the subject matter hereof, and it supersedes all prior negotiations, commitments, representations and undertakings of the parties with respect to the subject matter hereof. Any terms used herein, which are not defined herein, shall have the meaning attached to them in the Rights Agreement.
- (b) This Agreement shall be binding upon and inure to the benefit of the Company, the Rights Agent and their respective successors and permitted assigns.
- (c) This Agreement shall be deemed to be a contract made under the laws of the State of Missouri and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts made and to be performed entirely within such State.
- (d) This Agreement may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed and their respective corporate seals to be hereto affixed and attested, all on

the day and year first above written.

ATTEST:

A.G. EDWARDS, INC.

By: /s/ Douglas L. Kelly
Name: Douglas L. Kelly
Title: Vice President and Secretary

By: /s/ Benjamin F. Edwards III
Name: Benjamin F. Edwards III
Title: Chairman and President

ATTEST:

BOATMEN'S TRUST COMPANY

By: /s/ Christopher S. Hillcoat
Name: Christopher S. Hillcoat
Title: Vice President

By: /s/ H.E. Bradford
Name: H. Eugene Bradford
Title: Senior Vice President