

# 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: **1999-09-10**  
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### FILER

#### **TYCO INTERNATIONAL LTD /BER/**

CIK: **833444** | IRS No.: **000000000** | Fiscal Year End: **0930**  
Type: **8-A12B/A** | Act: **34** | File No.: **001-13836** | Film No.: **99709453**  
SIC: **3569** General industrial machinery & equipment, nec

Mailing Address  
*C/O TYCO INTERNATIONAL  
(US) INC  
ONE TYCO PARK  
EXETER NH 03833*

Business Address  
*THE GIBBONS BUILDING  
10 QUEENS STREET SUITE  
301  
HAMILTON HM 12 BERMU DO  
4412928674*

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-A/A  
AMENDMENT NO. 3

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

TYCO INTERNATIONAL LTD.  
(Exact Name of Registrant as Specified in Its Charter)

Bermuda  
(State of Incorporation or  
Organization)

None  
(I.R.S. Employer  
Identification no.)

The Gibbons Building  
10 Queen Street, Suite 301  
Hamilton HM 11 Bermuda  
(441) 292-8674\*  
(Address, including zip code, and telephone number,  
including area code of registrant's  
principal executive offices)

Mark H. Swartz  
c/o Tyco International (US) Inc.  
One Tyco Park  
Exeter, New Hampshire 03833  
(603) 778-9700  
(Name, address, including zip code, and telephone number, including  
area code of agent for service)

\*Tyco International Ltd. maintains its registered and principal executive offices at The Gibbons Building, 10 Queen Street, Suite 301, Hamilton HM 11 Bermuda. The executive offices of Tyco's principal United States subsidiary, Tyco International (US) Inc., are located at One Tyco Park, Exeter, New Hampshire 03833. The telephone number there is (603) 778-9700.

If this form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1), please check the following box. |\_ |

If this form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant

to General Instruction A(c) (2),  
please check the following box. |\_ |

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

Series A Preference Share Purchase Rights  
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(Title of each class to be registered)

New York Stock Exchange  
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(Name of each exchange on which each class is to be registered)

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

#### Description of Registrant's Securities to be Registered

The "Description of Registrant's Securities to be Registered" in the original Form 8-A and Amendment No. 2 dated July 2, 1997 is hereby incorporated by reference herein.

Pursuant to action by the Board of Directors of the Registrant and as permitted by Section 26 of the Rights Agreement between the Registrant and Citibank, N.A., dated as of November 6, 1996, the Registrant has amended such agreement to accelerate the final expiration date of the rights under the agreement from November 14, 2005 to September 30, 1999.

#### Exhibits -----

4.6 Third Amendment between Registrant and Citibank, N.A., dated as of September 10, 1999 to Rights Agreement between Registrant and Citibank, N.A. dated as of November 6, 1996

#### SIGNATURES

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

September 10, 1999

TYCO INTERNATIONAL LTD.

By: /s/ Mark H. Swartz

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Mark H. Swartz  
Executive Vice President &  
Chief Financial Officer  
(Principal Financial and  
Accounting Officer)

Exhibit 4.6

THIRD AMENDMENT  
to  
RIGHTS AGREEMENT

THIRD AMENDMENT dated as of September 10, 1999 ("this Amendment") between Tyco International Ltd., a Bermuda company limited by shares (the "Company") and Citibank, N.A., New York branch, a national banking association organized under the laws of the United States of America acting solely through its branch located at 111 Wall Street, New York, NY 10043 (the "Rights Agent").

WHEREAS, the above-mentioned parties have previously entered into that certain Rights Agreement dated as of November 6, 1996, as amended (the "Agreement");

WHEREAS, such parties wish to amend the Agreement in the manner set forth below.

NOW, THEREFORE, the parties hereto agree as follows:

1. All capitalized terms used herein, unless otherwise defined herein, shall have the meanings given them in the Agreement, and each reference in the Agreement to "this Agreement", "hereof", "herein", "hereunder" or "hereby" and each other similar reference shall be deemed to refer to the Agreement as amended hereby. All references to the Agreement in any other agreement between or among any of the parties hereto relating to the transactions contemplated by the Agreement shall be deemed to refer to the Agreement as amended hereby.

2. The definition of "Final Expiration Date" in Section 1 is hereby replaced in its entirety with the following:

"Final Expiration Date" means the close of business on September 30, 1999.

3. This Amendment shall be governed by and construed in accordance with the laws of Bermuda.

4. This Amendment may be signed in any number of counterparts, each of which shall be deemed an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

5. Except as expressly amended hereby, the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment has been duly executed as a deed by the respective authorized officers of the parties hereto, in each case as of the date and year first above written.

TYCO INTERNATIONAL LTD.

By: /s/ Mark H. Swartz

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Name: Mark H. Swartz  
Title: Executive Vice President &  
Chief Financial Officer

CITIBANK, N.A.

By: /s/ Emi Mak

-----  
Name: Emi Mak  
Title: Vice President

111 Wall Street  
New York, NY 10043