

SECURITIES AND EXCHANGE COMMISSION

FORM 8-A12G/A

Form for registration of a class of securities pursuant to section 12(g) [amend]

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FILER

IDG BOOKS WORLDWIDE INC

CIK: **1061763** | IRS No.: **043078409** | State of Incorporation: **DE** | Fiscal Year End: **0930**
Type: **8-A12G/A** | Act: **34** | File No.: **000-24617** | Film No.: **98669927**
SIC: **2731** Books: publishing or publishing & printing

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO
FORM 8-A

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

IDG Books Worldwide, Inc.

(Exact name of registrant as specified in its charter)

Delaware

04-3078409

(State of incorporation
or organization)

(I.R.S. Employer
Identification No.)

919 E. Hillside Boulevard, Suite 400, Foster City, CA 94404

(Address of principal executive offices)

(Zip Code)

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

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), 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), check the following box. []

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

333-53433

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

Class A Common Stock, Par Value \$.001

Title of Class

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

Incorporated by reference to "Description of Capital Stock" contained in the Preliminary Prospectus, dated July 10, 1998, included as part of the Registrant's Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-53433).

ITEM 2. EXHIBITS

The following exhibits are filed as part of this registration statement:

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| 1.1(1) | Form of Registrant's Class A common stock certificate. |
| 2.1(1) | Amended and Restated Certificate of Incorporation of the Registrant. |
| 2.2(1) | Bylaws of the Registrant. |
| 2.3(1) | 1998 Stock Plan and forms of related agreements. |
| 2.4(1) | 1998 Employee Stock Purchase Plan. |
| 2.5(1) | Registration Rights Agreement between the Registrant and IDG Enterprises, Inc. dated as of June 1, 1998. |
| 2.6(1) | Restated Share Exchange Agreement between the Registrant and International Data Group, Inc., IDG Enterprises, Inc. and State Street Bank and Trust Company dated as of |

May 21, 1998.

2.7(1) Employee Stock Ownership Plan of Registrant effective as of October 1, 1997.

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(1) Incorporated by reference to the corresponding exhibit to the Registrant's Registration Statement on Form S-1 (File No. 333-53433) filed on May 22, 1998, as amended by Amendment No. 1 filed on June 24, 1998, Amendment No. 2 filed on July 10, 1998 and Amendment No. 3 filed on July 22, 1998.

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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 registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: July 22, 1998

IDG Books Worldwide, Inc.

By: /s/ John J. Kilcullen

John J. Kilcullen
Chief Executive Officer

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