

SECURITIES AND EXCHANGE COMMISSION

FORM 8-A12G

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

Filing Date: **1998-07-22**
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FILER

METAWAVE COMMUNICATIONS CORP

CIK: **1028361** | IRS No.: **911673152** | State of Incorp.: **DE** | Fiscal Year End: **1231**
Type: **8-A12G** | Act: **34** | File No.: **000-24673** | Film No.: **98669946**

Mailing Address
*10735 WILLOWS ROAD NE
P O BOX 97069
REDMOND WA 98073-9769*

Business Address
*10735 WILLOWS ROAD NE
P O BOX 97069
REDMOND WA 98073-9769
4257025648*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12 (b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

METAWAVE COMMUNICATIONS CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation or organization)

91-1673152
(IRS Employer
Identification No.)

10735 WILLOWS ROAD NE
P.O. BOX 97069
REDMOND, WA
(Address of principal executive offices)

98073-9769
(Zip Code)

<TABLE>

<S>
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.

<C>
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:
----- (if applicable)

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

<TABLE>

<S>
Title of each class
to be so registered

<C>
Name of each exchange on which
each class is to be registered

None

None

</TABLE>

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

COMMON STOCK, \$0.0001 PAR VALUE PER SHARE

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered

Incorporated by reference to the information set forth under the
caption "Description of Securities" in the Registrant's Registration Statement

on Form S-1 (SEC File No. 333-_____) originally filed with the Securities and Exchange Commission on July 22, 1998 (the "Form S-1 Registration Statement").

Item 2. Exhibits

The following exhibits are filed as a part of this Registration Statement:

- 2.1 Amended and Restated Certificate of Incorporation -- incorporated herein by reference to Exhibit 3.1 to the Form S-1 Registration Statement.
- 2.2 Form of Amended and Restated Certificate of Incorporation to be filed with the Delaware Secretary of State-- incorporated herein by reference to Exhibit 3.3 to the Form S-1 Registration Statement.
- 2.3 Bylaws -- incorporated herein by reference to Exhibit 3.2 to the Form S-1 Registration Statement.
- 2.4 Third Amended and Restated Investors' Rights Agreement dated as of August 6, 1997 by and among the Registrant and certain holders of Registrant's capital stock-- incorporated herein by reference to Exhibit 10.6 to the Form S-1 Registration Statement.

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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

METAWAVE COMMUNICATIONS CORPORATION

By: /s/ Vito E. Palermo

Vito E. Palermo
Senior Vice President,
Chief Financial Officer and Secretary

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INDEX TO EXHIBITS

<TABLE>
<CAPTION>

Exhibit No.	Description	Sequentially Numbered Page
-----	-----	-----
<C> 2.1	<S> Amended and Restated Certificate of Incorporation -- incorporated herein by reference to Exhibit	<C> Incorporated by reference

3.1 to the Form S-1 Registration Statement.

- | | | |
|-----|--|---------------------------|
| 2.2 | Form of Amended and Restated Certificate of Incorporation -- incorporated herein by reference to Exhibit 3.3 to the Form S-1 Registration Statement. | Incorporated by reference |
| 2.3 | Bylaws -- incorporated herein by reference to Exhibit 3.2 to the Form S-1 Registration Statement. | Incorporated by reference |
| 2.4 | Third Amended and Restated Investors' Rights Agreement dated as of August 6, 1997 by and among the Registrant and certain holders of Registrant's capital stock-- incorporated herein by reference to Exhibit 10.6 to the Form S-1 Registration Statement. | Incorporated by reference |

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