

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]

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FILER

ICN MERGER CORP

CIK: **930184** | IRS No.: **330628076** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **8-A12B/A** | Act: **34** | File No.: **001-11397** | Film No.: **94554740**
SIC: **2834** Pharmaceutical preparations

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As filed with the Securities and Exchange Commission on
October , 1994

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

ICN MERGER CORP.

(Exact Name of Registrant as specified in its charter)

Delaware
(State of Incorporation
of organization)

33-0628076
(I.R.S. Employer
Identification No.)

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
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___ % Convertible Subordinated Debentures Due 2004	New York Stock Exchange
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Securities to be registered pursuant to Section 12(g) of the Act:

(Title of Class)

None

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

The Registrant has filed with the Commission a description of the _____% Convertible Subordinated Debentures (the "Debentures") as part of the Registration Statement on Form S-1 filed with the Commission on October 11, 1994, Registration No. 33-83952, and the description of the Subordinated Convertible Debentures contained therein is hereby incorporated by reference.

Item 2.

Number	Description
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1.1	Registration Statement on Form S-4, No. 33-84534, as filed with the Securities and Exchange Commission on September 28, 1994.
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1.2	Registration Statement on Form S-1, No. 33-83952, as filed with the Securities and Exchange Commission on October 11, 1994.
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4.1	Form of Amended Certificate of Incorporation of the Registrant.
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4.2	Form of bylaws of the Registrant.
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4.3	Form of Indenture dated as of _____, between ICN Merger Corp. and _____, as Trustee (including form of Subordinated Convertible Debenture).
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5.1	Specimen copy of _____% Subordinated Convertible Debentures due 2004.
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6.1	Joint Proxy Statement and Annual Report of ICN Pharmaceuticals, Inc., SPI Pharmaceuticals, Inc., Viratek, Inc. and ICN Biomedicals, Inc.
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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, thereunto duly authorized.

ICN MERGER CORP.

/s/ Bill MacDonald

By: _____

Bill MacDonald

Vice President

Date: October , 1994