

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

MOTOROLA INC

CIK: **68505** | IRS No.: **361115800** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-A12B/A** | Act: **34** | File No.: **001-07221** | Film No.: **94513854**
SIC: **3663** Radio & tv broadcasting & communications equipment

Business Address
*1303 E ALGONQUIN RD
SCHAUMBURG IL 60196
7085765000*

FORM 8-A/A

AMENDMENT NO. 3 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

MOTOROLA, INC.
Exact name of registrant as specified in charter)

DELAWARE 36- (State of
1115800 (I.R.S. Employer identification No.)
Incorporation)

1303 East Algonquin Road
Schaumburg, Illinois
60196 (Zip Code)
(Address of principal executive offices)

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
Preferred Share Purchase Rights	New York Stock Exchange Chicago Stock Exchange

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

None
(Title of Class)

AMENDMENT NO. 3

Item 1. of the Registrant's Registration Statement on Form 8-A dated November 15, 1988, as amended on August 9, 1990 and December 2, 1992 on Form 8, is amended and restated to read as follows:

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

On November 9, 1988, the Board of Directors of Motorola, Inc. (the "Company") declared a dividend distribution of one preferred share purchase right (a "Right") for each outstanding share of common stock, \$3 par value (the "Common Shares"), of the Company. The distribution is payable on November 20, 1988, to the stockholders of record on that date. Each Right entitles the registered holder to purchase from the Company one-thousandth of a share of a Junior Participating Preferred Stock, Series A, \$100 par value per share, of the Company (the "Preferred Shares") at a price of \$150 per one-thousandth of a Preferred Share (the "Purchase Price"), subject to adjustment. The description and terms of the Rights are set forth in a Rights Agreement (the "Rights Agreement") between the Company and Harris Trust and Savings Bank as Rights Agent (the "Rights Agent").

Until the earlier to occur of (i) 10 days following a public announcement that a person or group of affiliated or associated persons (an "Acquiring Person") acquired, or obtained the right to acquire, beneficial ownership of 20% or more of the outstanding Common Shares and (ii) 10 days following the commencement or announcement of a tender offer or exchange offer for 30% or more of such outstanding Common Shares (the earlier of such dates being called the "Distribution Date"), the Rights will be evidenced, with respect to any of the Common Share certificates outstanding as of November 20, 1988, by such Common Share certificate. The Rights Agreement provides that, until the Distribution Date, the Rights will be transferred with and only with the Common Shares. Until the Distribution Date (or earlier redemption or expiration of the Rights), new Common Share certificates issued after November

20, 1988, upon transfer or new issuance of the Common Shares will contain a notation incorporating the Rights Agreement by reference. Until the Distribution Date (or earlier redemption or expiration of the Rights) the surrender for transfer of any certificate for Common Shares, outstanding as of November 20, 1988, with or without such notation or a copy of this Summary of Rights being attached thereto, will also constitute the transfer of the Rights associated with the Common Shares represented by such certificate. As soon as practicable following the Distribution Date, separate certificates evidencing the Rights ("Right Certificates") will be mailed to holders of record of the Common Shares as of the close of business on the Distribution Date and such separate Right Certificates alone will evidence the Rights.

The Rights are not exercisable until the Distribution Date (unless sooner redeemed). The Rights will expire on November 20, 1988, unless earlier redeemed by the Company as described below.

The Purchase Price payable, and the number of Preferred Shares or other securities or property issuable, upon exercise of the Rights are subject to adjustment from time to time to prevent dilution (i) in the event of a stock dividend on, or a subdivision, combination or reclassification of the Preferred Shares, (ii) upon the grant to holders of the Preferred Shares of certain rights or warrants to subscribe for Preferred Shares or convertible securities at less than the current market price of the Preferred Shares or (iii) upon the distribution to holders of the Preferred Shares of evidences of indebtedness or assets (excluding regular periodic cash dividends or dividends payable in Preferred Shares) or of subscription rights or warrants (other than those referred to above).

In the event that the Company were acquired in a merger or other business combination transaction or 50% or more of its assets or earning power were sold, proper provision shall be made so that each holder of a Right shall thereafter have the right to receive, upon the exercise thereof at the then current exercise price of the Right, that number of shares of common stock of the acquiring company which at the time of such transaction (i.e., before the dilution that would result from exercise or adjustment of the Rights) would have a market value of two times the exercise price of the Right. In the event that the Company were the surviving corporation in a merger or other business combination involving an Acquiring Person and its Common Shares were not changed or exchanged, in the event that an Acquiring Person acquires beneficial ownership of 20% or more of the outstanding Common Shares, or in the event that an Acquiring Person engages in one of a number of self-dealing transactions specified in the Rights Agreement, proper provision shall be made so that each holder of a Right, other than Rights that are or were beneficially owned by the Acquiring Person on or after the earlier of the Distribution Date or the date the Acquiring Person acquires 20% or more of the outstanding Common Shares (which will thereafter be void), will thereafter have the right to receive upon exercise that number of Common Shares having at the time of such transaction (i.e., before the dilution that would result from exercise or adjustment of the Rights) a market value of two times the exercise price of the Right.

With certain exceptions, no adjustment in the Purchase Price will be required until cumulative adjustments require an adjustment of at least 1% in such Purchase Price. No fractional Preferred Shares will be issued (other than fractions which are integral multiples of one-thousandth of a Preferred Share, which may, at the election of the Company, be evidenced by depository receipts) and in lieu thereof, an adjustment in cash will be made based on the market price of the Preferred Shares on the last trading date prior to the date of exercise.

At any time on or before the public announcement that a person or group of affiliated or associated persons has acquired beneficial ownership of 20% or more of the outstanding Common Shares, the Board of Directors of the Company may redeem the Rights in whole, but not in part, at a price of \$.05 per Right (the "Redemption Price"). Immediately upon the action of the Board of Directors ordering redemption of the Rights, the right to exercise the Rights will terminate and the only right of the holders of Rights will be to receive the Redemption Price.

Until a Right is exercised, the holder thereof, as such, will have no rights as a stockholder of the Company, including, without limitation, the right to vote or to receive dividends.

At any time on or before the public announcement that a person or group of affiliated or associated persons has acquired beneficial ownership of 20% or more of the outstanding Common Shares, the Company may amend or supplement the Rights Agreement without the approval of the Rights Agent or any holder of

the Rights, except for an amendment or supplement which would change the Redemption Price, the final expiration date of the Rights, the Purchase Price or the number of one-thousandths of a Preferred Share for which a Right is then exercisable. Thereafter, the Company may amend or supplement the Rights Agreement without such approval in order to increase the benefits to holders of the Rights or to create new interests in such holders. Immediately upon the action of the Board of Directors providing for any amendment or supplement, such amendment or supplement will be deemed effective.

The Preferred Shares purchasable upon exercise of the Rights will not be redeemable. Each Preferred Share will be entitled to a minimum preferential quarterly dividend payment of \$250 per share but will be entitled to an aggregate dividend of 1000 times the dividend declared per Common Share. In the event of liquidation, the holders of the Preferred Shares will be entitled to a minimum preferential liquidation payment of \$1000 per share but will be entitled to an aggregate payment of 1000 times the payment made per Common Share. These rights are protected by customary antidilution provisions.

Because of the nature of the Preferred Shares' dividend, liquidation and voting rights, the value of the one one-thousandth of a Preferred Share purchasable upon exercise of each Right should approximate the value of one Common Share.

The Rights have certain antitakeover effects. The Rights may cause substantial dilution to a person or group that attempts to acquire the Company on terms not approved by the Board of Directors of the Company, except pursuant to an offer conditioned on a substantial number of Rights being acquired. The Rights should not interfere with any merger or other business combination approved by the Board of Directors prior to the time a person or group has acquired beneficial ownership of 20% or more of the Common Shares, since until such time the Rights may be redeemed by the Company at \$.05 per Right.

The Company and the Rights Agent have executed and delivered an Amendment dated as of August 7, 1990 (the "Amendment") to the Rights Agreement. The Amendment provides that the Board of Directors of the Company has the right, exercisable at any time after a person becomes an Acquiring Person, or after the occurrence of certain self-dealing transactions involving an Acquiring Person, to exchange all or part of the then outstanding and exercisable Rights for Common Shares or common stock equivalents, at an exchange ratio of one Common Share (or one common stock equivalent) per Right (subject to adjustment in certain events).

On November 3, 1992, the Company declared a two-for-one stock split in the form of a 100% stock dividend (the "1992 Stock Split") to be paid January 15, 1993, to holders of record of the Common Shares at the close of business on December 15, 1992. In accordance with the Rights Agreement and Amendment, prior to the 1992 Stock Split, each Common Share was accompanied by one Right. To reflect the 1992 Stock Split, effective January 15, 1993, the Rights associated with each Common Share was automatically proportionately adjusted so that each Common Share was thereafter accompanied by one-half of a Right instead of a full Right. The exercise price of one full Right remained unchanged.

On February 1, 1994, the Company declared a two-for-one stock split in the form of a 100% stock dividend (the "1994 Stock Split") to be paid April 18, 1994, to holders of record of the Common Shares at the close of business on March 15, 1994. In accordance with the Rights Agreement and Amendment, prior to the 1994 Stock Split, each Common Share was accompanied by one-half of a Right. To reflect the 1994 Stock Split, effective April 18, 1994, the Rights associated with each Common Share will automatically be proportionately adjusted so that each Common Share shall thereafter be accompanied by one-quarter of a Right instead of one-half of a Right. The exercise price of one full Right will remain unchanged.

The summary description of the Rights does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement, which is attached as Exhibit 1 hereto and is hereby incorporated herein by reference.

A copy of the Amendment is attached hereto as Exhibit 2. A copy of the Amendment is available free of charge from the Company. The summary description of the changes made by the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is hereby incorporated herein by reference.

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 3 to the registration statement on Form 8-A dated November 15, 1988 to be signed on its behalf by the undersigned, thereto duly authorized.

Date: February 28, 1994

MOTOROLA, INC.

By:

Name: A. Peter Lawson
Title: Corporate Vice
President