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CONCORD EFS INC
Form 8-A12B
November 04, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-A

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

CONCORD EFS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

04-2462252

(State of Incorporation or Organization)

(IRS Employer Identification No.)

2525 Horizon Lake Drive,
Suite 120, Memphis, Tennessee

38133

(Address of Principal Executive Offices)

(Zip Code)

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), please 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), please check the following box.

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

(If applicable)

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 ----- |
|--|--|
| Common Stock, \$0.33 1/3 par value | New York Stock Exchange |

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

Item 1. Description of Registrant's Securities.

Our authorized capital stock consists of 1,500,000,000 shares of common stock, par value \$0.33 1/3 per share. Holders of our common stock are entitled to receive ratably such dividends as may be declared from time to time by our board of directors out of funds legally available therefor.

Voting Rights

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Each holder of our common stock is entitled to one vote for each share held on any matter submitted to a vote of our stockholders, including the election of directors. Our stockholders do not have cumulative voting rights. Provided that a quorum is present at the stockholder meeting and except as otherwise required by Delaware corporate law, our Restated Certificate of Incorporation, as amended ("our charter"), or our by-laws, our directors are elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors, and all other matters submitted to a vote of our stockholders are decided by the affirmative vote of a majority of shares present in person or represented by proxy at the meeting and entitled to vote on such matters.

Amendment of By-laws

Subject to the fulfillment of certain conditions, our by-laws may be altered, amended, or repealed at any meeting of our board of directors by the vote of a majority of the directors present at such meeting or at any meeting of our stockholders by a vote of the holders of the majority of the stock issued and outstanding and entitled to vote at such meeting.

Preemption, Conversion, Redemption, Etc.

The holders of our common stock have no conversion rights or preemptive rights to purchase additional securities issued by us, and our common stock is not subject to calls or further assessments by us. There are no redemption or sinking fund provisions applicable to our common stock.

Liquidation Rights

In the event of our liquidation, dissolution, or winding up, the holders of our common stock are entitled to share ratably in all of our assets available for distribution to such holders after payment of all debts and other liabilities.

Miscellaneous

EquiServe Trust Company, N.A. is the transfer agent and registrar for our common stock.

Item 2. Exhibits.

None.

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.

Date: November 4, 2002

CONCORD EFS, INC.

By: /s/ Edward T. Haslam

Edward T. Haslam
Senior Vice President, Chief

