

VARIAN MEDICAL SYSTEMS INC  
Form 8-A12B/A  
January 22, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20569

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FORM 8-A/A-4

AMENDMENT NO. 4  
To Registration Statement  
dated November 23, 1998  
relating to  
Preferred Stock Purchase Rights

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

VARIAN MEDICAL SYSTEMS, INC.

-----  
(Exact name of registrant as specified in its charter)

Delaware

94-2359345

-----  
(State of incorporation  
or organization)

-----  
(IRS Employer  
Identification No.)

3100 Hansen Way  
Palo Alto, CA

94304-1000

-----  
(Address of principal executive offices)

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(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

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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Preferred Stock Purchase Rights

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Pacific Exchange

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

NONE

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(Title of Class)

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

Item 1 is hereby amended by adding the following paragraph:

Effective January 15, 2002, Varian Medical Systems, Inc. (the "Company") entered into an amendment (the "Fourth Amendment") to the Rights Agreement dated as of November 20, 1998, as amended (the "Rights Agreement"), between the Company and EquiServe Trust Company, N.A. ("EquiServe") as successor Rights Agent. The Fourth Amendment, entered into by and among the Company and EquiServe, amends the Rights Agreement, effective as of January 15, 2002 to decrease the Exercise Price of the Rights from \$420.00 to \$210.00, as a result of a stock split of the Company's common stock, effected in the form of a 100% stock dividend.

ITEM 2. EXHIBITS.

Item 2 is hereby amended by adding new Exhibit 5 as follows:

Exhibit No. -----	Description -----
(5)	Fourth Amendment to Rights Agreement, dated as of January 15, 2002, between Varian Medical Systems, Inc. and EquiServe Trust Company, N.A., as successor Rights Agent.

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

VARIAN MEDICAL SYSTEMS, INC.

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By: /s/ Joseph B. Phair

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Name: Joseph B. Phair  
Title: Vice President, Administration, General  
Counsel and Secretary

Dated: January 18, 2002

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EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
(5)	Fourth Amendment to Rights Agreement, dated as of January 15, 2002, between Varian Medical Systems, Inc. and EquiServe Trust Company, N.A., as successor Rights Agent (incorporated by reference to Exhibit 5 to the Company's Amendment No. 4 to Registration Statement on Form 8-A/A-4 dated January 18, 2002 with respect to the New York Stock Exchange).

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