

J C PENNEY CO INC  
Form 8-A12B/A  
October 07, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A/A  
(Amendment No. 2)

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

J. C. PENNEY COMPANY, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation or organization) 26-0037077  
(I.R.S. Employer Identification No.)

6501 Legacy Drive  
Plano, Texas  
(Address of principal executive offices) 75024-3698  
(Zip Code)

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

| Title of each class<br>to be so registered | Name of each exchange on which<br>each class is to be registered |
|--|--|
| Preferred Stock Purchase Rights            | New York Stock Exchange  |

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.

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(g) of the Act:

None  
(Title of class)



INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

Item 1 of the Registration Statement on Form 8-A filed by J. C. Penney Company, Inc. (the "Company") with the Securities and Exchange Commission on October 22, 2010, as amended by Item 1 of the Registration Statement on Form 8-A/A filed by the Company on August 26, 2011, is incorporated herein by reference and is hereby further amended and supplemented by adding the following:

On September 16, 2011, the Company entered into an amendment ("Amendment No. 2") to the Stockholder Protection Rights Agreement, dated as of October 15, 2010, between the Company and Mellon Investor Services, LLC, as Rights Agent, as amended by Amendment No. 1 to Stockholder Protection Rights Agreement, dated as of August 19, 2011 (the "Rights Agreement") to amend the definition of "Acquiring Person" to permit the Vornado Stockholders (as defined in Amendment No. 2) to acquire securities in accordance with the terms and conditions of the stockholders agreement, dated September 16, 2011, between the Company and Vornado Realty Trust and its controlled affiliates.

The foregoing description of Amendment No. 2 does not purport to be complete and is qualified in its entirety by reference to Amendment No. 2, a copy of which was filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 19, 2011, and is incorporated herein by reference.

Item 2. Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 4.1         | Stockholder Protection Rights Agreement, dated as of October 15, 2010, between J. C. Penney Company, Inc. and Mellon Investor Services, LLC, as Rights Agent (including as Exhibit A the forms of Rights Certificate and of Election to Exercise and as Exhibit B the form of Certificate of Designation and Terms of the Participating Preferred Stock of the Company) (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 18, 2010). |
| 4.2         | Amendment No. 1 to Stockholder Protection Rights Agreement, dated as of August 19, 2011, between J. C. Penney Company, Inc. and Mellon Investor Services, LLC, as Rights Agent (incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form 8-A/A filed with the Securities and Exchange Commission on August 26, 2011).   |



4.3

Amendment No. 2 to Stockholder Protection Rights Agreement, dated as of September 16, 2011, between J. C. Penney Company, Inc. and Mellon Investor Services, LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 19, 2011).

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.

J. C. PENNEY COMPANY, INC.

By: /s/ Janet Dhillon

Name: Janet Dhillon

Title: Executive Vice President,  
General Counsel and Secretary

Date: October 7, 2011

EXHIBIT INDEX

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