

Edgar Filing: ADVO INC - Form 8-A12B/A

ADVO INC
Form 8-A12B/A
November 27, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

Amendment No. 1

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

ADVO, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or
organization)

06-0885252
(IRS employer identification
no.)

One Univac Lane, Windsor, Connecticut
(Address of principal executive offices)

06095-2668
(Zip Code)

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 |
|--|--|
| Stock Purchase Rights | New York Stock Exchange, Inc. |

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

None
(Title of Class)

Item 1. Description of Amendment.

The Board of Directors of ADVO, Inc. (the "Company") has approved an amendment which extends the expiration date of its Stockholder Protection Rights Plan to February 11, 2013, and updates the plan to reflect current market prices and benchmarks. The Company's Stockholder Protection Rights Plan has been in place for ten years, with an expiration date of February 11, 2003. In addition to extending the Rights Plan for another ten years, the amendment updates the exercise price to \$165, and adjusts the share ownership required to trigger the Rights to 15%. These adjustments bring the Rights Plan in line with more recent benchmarks. No other material changes were made to the Rights Plan. The amendment is not in response to any known takeover efforts, but is intended to deter abusive takeover tactics to protect shareholder rights and maximize shareholder value.

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Item 2. Exhibits.

| Exhibit No. ----- | Description ----- |
|----------------------|---|
| 1 | Amended and Restated Stockholder Protection Rights Agreement, dated as of February 10, 2003, between the Company and Mellon Investor Services LLC, as Rights Agent, including as Exhibit A the forms of Rights Certificate and Election to Exercise and as Exhibit B the form of Certificate of Designation and Terms of the Series B Junior Participating Preferred Stock (incorporated by reference to Exhibit 4(a) to the Company's Current Report on Form 8-K filed November 27, 2002). |

-2-

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Form 8-A/A amendment to registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ADVO, INC.

By /s/ DAVID M. STIGLER

David M. Stigler
Senior Vice President,
Chief Legal and Public Affairs
Officer, General Counsel and
Corporate Secretary

Date: November 26, 2002

-3-

EXHIBIT INDEX

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