

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

ZONAGEN INC  
Form 8-A12B/A  
September 11, 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 12 (g) of The  
Securities Exchange Act of 1934

ZONAGEN, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State of incorporation or organization)      76-0233274  
(I.R.S. Employer Identification No.)

2408 TIMBERLOCH PLACE, SUITE B-4  
THE WOODLANDS, TEXAS      77380  
(Address of principal executive office)      (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:
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Rights to purchase Series One Junior Participating Preferred Stock	Pacific 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:  
not applicable.

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) 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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Rights to purchase Series One Junior Participating Preferred Stock	Nasdaq National Market

This amendment amends the Company's registration statement on Form 8-A (the "Form 8-A") filed with the Commission on September 3, 1999.

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

Item 1 of the Registrant's Form 8-A is hereby amended as follows:

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Zonagen, Inc. (the "Company") has amended its Rights Agreement dated as of September 1, 1999 between the Company and Harris Trust and Savings Bank ("Harris Trust"), as Rights Agent. The First Amendment to Rights Agreement dated September 6, 2002 was entered into by the Company, Harris Trust and Computershare Investor Services, LLC ("Computershare") whereby the Company removed Harris Trust as Rights Agent and appointed Computershare as successor Rights Agent. In addition, the Company extended the expiration date of the Rights Agreement three years to September 13, 2005.

### ITEM 2. EXHIBITS

The following exhibits to this Registration Statement on Form 8-A/A, which constitute all constituent instruments defining the rights of the holders of the Company's Common Stock, including any contracts or other documents which limit or qualify the rights of such holders, are either filed herewith or are incorporated by reference from the documents specified, which have been filed with the Securities and Exchange Commission.

- 3.1(a)+ Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.3 to the Company's Registration Statement on Form SB-2 (No. 33-57728-FW), as amended).
- 3.1(b)+ Certificate of Designation of Series One Junior Participating Preferred Stock dated September 2, 1999 (incorporated by reference to Exhibit A to Exhibit 4.1 to the Form 8-A).
- 3.2+ Restated Bylaws of the Company (incorporated by reference to Exhibit 3.4 to the Company's Registration Statement on Form SB-2 (No. 33-57728-FW), as amended).
- 4.1+ Rights Agreement dated September 1, 1999 between the Company and Computershare (as successor in interest to Harris Trust and Savings Bank), as Rights Agent (incorporated by reference to Exhibit 4.1 to the Form 8-A).
- 4.2+ Form of Rights Certificate (incorporated by reference to Exhibit B to Exhibit 4.1 to the Form 8-A).
- 4.3\* First Amendment to Rights Agreement, dated as of September 6, 2002, between the Company, Harris Trust and Computershare.

+ Incorporated herein by reference.

\* Filed herewith.

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### SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement on Form 8-A to be signed on its behalf by the undersigned, thereunto duly authorized.

ZONAGEN, INC.

Dated: September 10, 2002

By: /s/ Louis Ploth, Jr.

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Louis Ploth, Jr.  
Vice President, Business Development  
and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

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