

AMERICAN MEDICAL SECURITY GROUP INC  
Form 8-A12B/A  
September 15, 2004

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

Amendment No. 1  
to  
FORM 8-A

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

AMERICAN MEDICAL SECURITY GROUP, INC.

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

Wisconsin

39-1431799

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

-----  
(I.R.S. Employer  
Identification No.)

3100 AMS Boulevard  
Green Bay, Wisconsin

54313

-----  
(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. [ X ]

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  
-----

Preferred Share Purchase Rights  
(associated with the Common Stock)

New York Stock Exchange

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

None

-----  
(Title of Class)

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

On September 15, 2004, American Medical Security Group, Inc., a Wisconsin corporation (the "Company"), entered into an Agreement and Plan of Merger (the "Merger Agreement"), by and among the Company, PacifiCare Health Systems, Inc., a Delaware corporation ("Parent"), and Ashland Acquisition Corp., a Wisconsin corporation and a wholly-owned subsidiary of Parent ("Merger Subsidiary"), pursuant to which Merger Subsidiary will merge with and into the Company (the "Merger"), upon the terms and subject to the conditions set forth in the Merger Agreement. In connection with the Merger Agreement and the transactions contemplated thereby, the Board of Directors of the Company authorized the amendment of the Rights Agreement, dated as of August 9, 2001, as amended (the "Rights Agreement"), by and between the Company and Firststar Bank, N.A. (with LaSalle Bank, N.A., as successor rights agent (the "Rights Agent")). Capitalized terms used but not defined herein shall have the meanings assigned thereto in the Rights Agreement.

On September 15, 2004, the Company and the Rights Agent executed an amendment (the "Amendment") to the Rights Agreement. The Amendment provides, among other matters, that (i) none of Parent, Merger Subsidiary or any of their respective Affiliates or Associates shall be, become or be deemed an Acquiring Person by virtue of the approval, execution, delivery, announcement or performance of the Merger Agreement or the consummation of the transactions contemplated thereby, including the Merger, and (ii) no Shares Acquisition Date, no Triggering Event, no Distribution Date, no Section 11(a)(ii) Event and no Section 13 Event shall be deemed to have occurred by reason of the approval, execution, delivery, announcement or performance of the Merger Agreement or consummation of the transactions contemplated thereby, including the Merger. The Amendment also provides that the Rights Agreement and the Rights established thereby will terminate in all respects immediately prior to the Effective Time (as defined in the Merger Agreement).

The Rights Agreement, including the form of Rights Certificate, is filed as Exhibit 1 to the Company's Registration Statement on Form 8-A, filed with the Securities and Exchange Commission (the "SEC") on August 14, 2001 and is incorporated herein by reference. The Appointment and Assumption Agreement, dated as of December 17, 2001, by and between the Company and the Rights Agent is included as Exhibit 4.2 to the Company's Current Report on Form 8-K, filed with the SEC on February 5, 2002 and is incorporated herein by reference. The Amendment to Rights Agreement, dated as of February 1, 2002, by and between the Company and the Rights Agent is included as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on February 5, 2002 and is incorporated herein by reference. The Amendment to Rights Agreement, dated as of June 4, 2002, by and between the Company and the Rights Agent is included as Exhibit 4.4(d) to the Company's Current Report on Form 8-K, filed with the SEC on June 19, 2002 and is incorporated herein by reference. The Amendment is filed as Exhibit 4.5 hereto and is incorporated herein by reference. The foregoing description of the Rights Agreement and the Amendment does not purport to be complete and is qualified in its entirety by reference to such exhibits.

Item 2. Exhibits.

- 4.1 Rights Agreement, dated as of August 9, 2001, by and between the Company and Firststar Bank, N.A., as rights agent (incorporated by reference to Exhibit 1 to the Company's Registration Statement on Form 8-A, filed with

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the SEC on August 14, 2001)

- 4.2 Appointment and Assumption Agreement, dated as of December 17, 2001, by and between the Company and the Rights Agent (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, filed with the SEC on February 5, 2002)
- 4.3 Amendment to Rights Agreement, dated as of February 1, 2002, by and between the Company and the Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on February 5, 2002)
- 4.4 Amendment to Rights Agreement, dated as of June 4, 2002, by and between the Company and the Rights Agent (incorporated by reference to Exhibit 4.4(d) to the Company's Current Report on Form 8-K, filed with the SEC on June 19, 2002)
- 4.5 Amendment to Rights Agreement, dated as of September 15, 2004, by and between the Company and the Rights Agent

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.

Date: September 15, 2004

AMERICAN MEDICAL SECURITY  
GROUP, INC.

By: /s/ Timothy J. Moore

-----  
Name: Timothy J. Moore  
Title: Senior Vice President of  
Corporate Affairs, General  
Counsel and Secretary

EXHIBIT INDEX

Exhibit No. -----	Description -----
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