

TERADYNE, INC  
Form 8-A12B/A  
January 25, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-A/A**

(Amendment No. 2)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**TERADYNE, INC.**

(Exact Name of Registrant as Specified in Charter)

**Massachusetts** **04-2272148**  
(State of Incorporation or Organization) (IRS Employer Identification No.)  
**600 Riverpark Drive, North Reading, MA 01864**

(Address of Principal Executive Offices) (Zip Code)

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

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common Stock Purchase Rights</b>	<b>New York Stock Exchange</b>

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): **Not applicable.**

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.**

Teradyne, Inc. (the Company) hereby supplements Item 1 to reflect the following developments with respect to its Common Stock Purchase Rights:

Following approval by the Board of Directors of Teradyne, Inc. (the Company) on January 22, 2007, the Company and Computershare Trust Company, N.A. (successor to Fleet National Bank), as Rights Agent (the Rights Agent) entered into an amendment, dated as of January 24, 2007, to that certain Rights Agreement dated as of November 17, 2000, by and between the Company and the Rights Agent. Pursuant to the amendment, the Final Expiration Date set forth in the Rights Agreement was changed from November 27, 2010 to February 8, 2007. Accordingly, the Rights Agreement and all Rights thereunder will expire and terminate on February 8, 2007. The amendment to the Rights Agreement is incorporated herein by reference.

**Item 2. Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Amendment, dated as of January 24, 2007 to Rights Agreement, dated as of November 17, 2000, between Teradyne, Inc. and Computershare Trust Company, N.A. (as successor to Fleet National Bank) (incorporated by reference to Exhibit 4.1 of Teradyne, Inc.'s Current Report on Form 8-K (File No. 001-06462), filed on January 25, 2007).

**SIGNATURES**

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.

TERADYNE, INC.

Dated: January 25, 2007

By: /s/ Gregory R. Beecher

Name: Gregory R. Beecher

Title: V.P., Chief Financial Officer and Treasurer

**EXHIBIT INDEX**

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