

Edgar Filing: ONEIDA LTD - Form 8-A12B/A

ONEIDA LTD  
Form 8-A12B/A  
August 11, 2004

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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

ONEIDA LTD.

(Exact name of registrant as specified in its charter)

New York 15-0405700  
(State or other jurisdiction of incorporation) (I.R.S. Employer Identification No.)

163-181 Kenwood Avenue, Oneida, New York 13421  
(Address of Principal Executive Offices) (Zip Code)

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

Preferred Stock Purchase Rights New York Stock Exchange

(Title of each class  
To be so registered)

(Name of each exchange on which each class is  
to be registered)

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. [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), check the following box. [ ]

Securities Act registration statement file number to which this form  
relates: 005-07119 (if applicable)

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

None  
(Title of class)

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

The Description of Registrant's Securities to be Registered contained in the Form 8-A filed with the Securities and Exchange Commission by Oneida Ltd. (the "Company") on December 26, 1989, as amended by the Form 8-A/A filed with the Securities and Exchange Commission by the Company on December 3, 1999, is incorporated herein by reference.

On July 28, 2004, the Board of Directors of the Company approved the amendment of the Amended and Restated Rights Agreement ("Rights Agreement") dated as of December 3, 1999 between the Company and American Stock Transfer & Trust Company (the "Rights Agent"). The Rights Agreement is incorporated herein by reference. The foregoing description of the Rights Agreement and its effects does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement.

ITEM 2. EXHIBITS.

Item 2 of the Form 8-A is hereby amended by adding the following exhibit attached hereto.

Exhibit 4      Amendment of the Rights Agreement and Certification of Compliance with Section 26, dated as of August 9, 2004, between the Company and the Rights Agent.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

ONEIDA LTD.

By: /s/ PETER J. KALLET

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Name: Peter J. Kallet  
Title: Chairman of the Board, President &  
Chief Executive Officer

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Dated: August 11, 2004

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