

NATCO GROUP INC  
Form 8-A12B/A  
June 04, 2009

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

WASHINGTON, D.C. 20549

**FORM 8-A/A**

**(Amendment No. 3)**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

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

**SECURITIES EXCHANGE ACT OF 1934**

**NATCO GROUP INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State of incorporation or organization)

**22-2906892**  
(I.R.S. Employer Identification No.)

**11210 EQUITY DRIVE, SUITE 100**

**HOUSTON, TEXAS 77041**

(Address of principal executive offices) (Zip Code)

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

**Title of each class**

**Name of each exchange on**

**to be so registered**

**which each class is to be registered**

Common Stock, par value \$.01 per share, together with  
associated Series A Preferred Stock purchase rights

New York 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.

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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)

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

None

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

NATCO Group Inc. (the Company ) entered into an Agreement and Plan of Merger dated as of June 1, 2009 (the Merger Agreement ) with Cameron International Corporation, a Delaware corporation ( Cameron ) and Octane Acquisition Sub, Inc., a Delaware corporation and a direct, wholly owned subsidiary of Cameron ( Merger Sub ), pursuant to which Merger Sub will merge with and into the Company (the Merger ), with the Company continuing as the surviving corporation and as a wholly owned subsidiary of Cameron.

The Company and Mellon Investor Services LLC (as successor to ChaseMellon Shareholder Services, LLC), as rights agent ( Mellon ), are parties to a Rights Agreement, dated as of May 15, 1998, as amended on May 14, 2008 (the Rights Agreement ), pursuant to which preferred stock purchase rights (the Rights ) were issued to holders of common stock of the Company. In connection with the Merger, on June 1, 2009, the Company and Mellon executed an amendment to the Rights Agreement (the Rights Agreement Amendment ) providing that Cameron will not be deemed an Acquiring Person under the Rights Agreement as a result of the execution or consummation of the Merger Agreement. Additionally, such events will not cause the Rights to be distributed or become exercisable.

The foregoing summary of the Rights Agreement Amendment is qualified in its entirety by reference to the Rights Agreement Amendment, which is incorporated by reference to the Company s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 4, 2009.

**ITEM 2. EXHIBITS.**

- 4.1 Amendment to Amended and Restated Rights Agreement dated June 1, 2009, between the Company and Mellon Investor Services LLC (incorporated by reference to the Company s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 4, 2009).

**SIGNATURE**

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

NATCO GROUP INC.

By: /s/ Katherine P. Ellis  
Katherine P. Ellis

Senior Vice President, Corporate Secretary &  
General Counsel

Date: June 3, 2009

**EXHIBIT INDEX**

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
4.1	Amendment to Amended and Restated Rights Agreement dated June 1, 2009, between the Company and Mellon Investor Services LLC (incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 4, 2009).