

VARIAN MEDICAL SYSTEMS INC
Form 8-A12G/A
January 07, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20569

FORM 8-A/A-3

AMENDMENT NO. 3
To Registration Statement

dated November 23, 1998

relating to

Preferred Stock Purchase Rights

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

VARIAN MEDICAL SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Delaware	94-2359345
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(State of incorporation or organization)	(IRS Employer Identification No.)
3100 Hansen Way	
Palo Alto, CA	94304-1000
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(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. []

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

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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Preferred Stock Purchase Rights

New York Stock Exchange

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

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NONE

(Title of Class)

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

Item 1 is hereby amended by adding the following paragraph:

On November 17, 2001, Varian Medical Systems, Inc. (the "Company") entered into an amendment (the "Third Amendment") to the Rights Agreement dated as of November 20, 1998 as amended, by the First Amendment dated April 1, 1999 and the Second Amendment dated August 17, 2001 (the "Rights Agreement") between the Company and First Chicago Trust Company of New York ("First Chicago"). The Third Amendment, entered into by and among the Company, First Chicago and EquiServe Trust, N.A. ("EquiServe") as successor to First Chicago as Rights Agent (the "Rights Agent"), amends the Rights Agreement, effective as of November 16, 2001 to revise section 4.4, "Change of Rights Agent" of the Rights Agreement relative to qualifications of the Rights Agent and to substitute EquiServe as the Rights Agent.

ITEM 2. EXHIBITS.

Item 2 is hereby amended by adding new Exhibit 4 as follows:

Exhibit No. -----	Description -----
(4)	Third Amendment to Rights Agreement, dated as of November 16, 2001, between Varian Medical Systems, Inc., and First Chicago Trust Company of New York and EquiServe Trust, N.A., as Rights Agent.

SIGNATURE

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

VARIAN MEDICAL SYSTEMS, INC.

By: /s/ Joseph B. Phair
Name: Joseph B. Phair
Title: Vice President, Administration, General
Counsel and Secretary

Dated: January 4, 2002

EXHIBIT INDEX

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