

Edgar Filing: ABX AIR INC - Form 8-A12G/A

ABX AIR INC
Form 8-A12G/A
July 26, 2007

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A/A
(AMENDMENT NO. 1)

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

ABX AIR, INC.
(Exact name of Registrant as specified in its charter)

DELAWARE (STATE OF INCORPORATION OR ORGANIZATION)	91-1091619 (IRS EMPLOYER IDENTIFICATION NO.)
145 HUNTER DRIVE, WILMINGTON, OHIO (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	45177 (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
OF SECURITIES PURSUANT TO SECTION 12(G) OF T
EXCHANGE ACT AND IS EFFECTIVE PURSUANT TO GE
INSTRUCTION A. (D), PLEASE CHECK THE FOLLOWI
BOX. []

SECURITIES ACT REGISTRATION STATEMENT FILE NUMBER TO WHICH THIS
FORM RELATES: 333-105137

(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
----- COMMON STOCK, PAR VALUE \$0.01 PER SHARE	----- NASDAQ STOCK MARKET, INC.
PREFERRED STOCK PURCHASE RIGHTS, WITH RESPECT TO COMMON STOCK, PAR VALUE \$0.01 PER SHARE	

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

NONE

EXPLANATORY NOTE

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This amendment is filed to update the disclosure made on Form 8-A filed with the Securities and Exchange Commission (the "Commission") on August 15, 2003. On July 25, 2007, ABX Air, Inc. (the "Company") and National City Bank (the "Rights Agent") amended the Preferred Stock Rights Agreement, dated as of August 15, 2003, between the Company and the Rights Agent (the "Rights Agreement"), by executing the First Amendment to the Preferred Stock Rights Agreement (the "Amendment").

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The definition of "Exempt Person" set forth in Section 1(p) of the Rights Agreement has been amended to delete subsections (iv) and (v) and the last sentence in their entirety, such that Section 1(p) reads as follows:

"(p) "Exempt Person" shall mean (i) the Company; (ii) any Subsidiary of the Company; or (iii) any employee benefit plan of the Company or of any Subsidiary of the Company, or any entity holding Common Shares for or pursuant to the terms of any such plan."

The foregoing description of the Amendment is qualified in its entirety by reference to the Rights Agreement and the Amendment, which are filed here as Exhibit 4.1 and 4.2, respectively, and incorporated herein by reference. The Registration Statement on Form 8-A (No. 333-105137) is filed as Exhibit 4.3 hereto and is incorporated herein by reference.

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ITEM 2. EXHIBITS.

- Exhibit 4.1 Form of Preferred Stock Rights Agreement by and between ABX Air, Inc. and a rights agent (incorporated by reference to the Company's Registration Statement Form S-4 filed on May 9, 2003 with the Commission).
- Exhibit 4.2 First Amendment to the Preferred Stock Rights Agreement, dated as of July 25, 2007, by and between ABX Air, Inc. and National City Bank as Rights Agent.
- Exhibit 4.3 Registration Statement on Form 8-A (No. 333-105137) (filed with the Commission on August 15, 2003 and incorporated by reference).

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.

ABX Air, Inc.

Date: July 26, 2007

By: /s/ W. Joseph Payne

Name: W. Joseph Payne
Title: Vice President, General Counsel
& Secretary

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EXHIBIT INDEX

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