

MIRANT CORP
Form 8-A12B/A
April 28, 2010

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

**Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934**

MIRANT CORPORATION

(Exact Name of Registrant as Specified in its Charter)

**Delaware
(State of Incorporation or Organization)**

**20-3538156
(IRS Employer
Identification Number)**

1155 Perimeter Center West, Suite 100

**Atlanta, Georgia
(Address of Principal Executive Offices)**

**30338
(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
Preferred Stock Purchase Rights
Securities to be registered pursuant to Section 12(g) of the Act:**

**Name of Each Exchange on Which
Each Class is to be Registered
New York Stock Exchange, Inc.**

[None]

(Title of Each Class)

Item 1. Description of Securities To Be Registered.

Reference is hereby made to the Registration Statement on Form 8-A filed by Mirant Corporation (the Company) with the Securities and Exchange Commission on March 27, 2009, relating to the Rights Agreement between the Company and Mellon Investor Services LLC, as Rights Agent, dated as of March 26, 2009, as amended by the First Amendment to the Rights Agreement (the First Amendment) on February 25, 2010 (the Rights Agreement), and the Amendment to the Registration Statement on Form 8-A/A filed by the Company on February 26, 2010. Such Registration Statement on Form 8-A, as amended, is hereby incorporated by reference herein.

On April 28, 2010, the Company, a Delaware corporation, entered into a second amendment (the Second Amendment) to the Rights Agreement. Under the terms of the Rights Agreement (prior to the Second Amendment), the Rights (as defined in the Rights Agreement) would have expired on the earliest of (i) February 25, 2020 (the Fixed Date), (ii) the time at which the Rights are redeemed, (iii) the time at which the Rights are exchanged, (iv) the repeal of Section 382 or any successor statute, or any other change, if the Board of Directors determines that the Rights Agreement is no longer necessary for the preservation of tax benefits, (v) the beginning of a taxable year of the Company to which the Board of Directors determines that no tax benefits may be carried forward and no built-in losses may be recognized, (vi) February 25, 2011 if stockholder approval has not been obtained, or (vii) a determination by the Board of Directors, prior to the time any person or group becomes an Acquiring Person (as defined in the Rights Agreement), that the Rights Agreement and the Rights are no longer in the best interests of the Company and its stockholders. The Second Amendment amends the Fixed Date to February 25, 2013. The Rights Agreement, as amended by the Second Amendment, is still subject to a binding stockholder vote. If the Rights have not previously expired and the stockholders of the Company have not approved the Rights Agreement prior to February 25, 2011, then the Rights will expire on that date.

The foregoing description is qualified in its entirety by reference to the Rights Agreement, the First Amendment and the Second Amendment, which are filed as Exhibits 4.1, 4.2 and 4.3, respectively, and are incorporated herein by reference.

Item 2. Exhibits.

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4.1 Rights Agreement, dated as of March 26, 2009, between Mirant Corporation and Mellon Investor Services LLC (incorporated herein by reference to Exhibit 4.1 to Mirant Corporation's Form 8-K filed on March 27, 2009).

4.2 First Amendment to the Rights Agreement, dated as of February 25, 2010, between Mirant Corporation and Mellon Investor Services LLC (incorporated herein by reference to Exhibit 4.26 to Mirant Corporation's Form 10-K filed on February 26, 2010).

4.3 Second Amendment to the Rights Agreement, dated as of April 28, 2010, between Mirant Corporation and Mellon Investor Services LLC (incorporated herein by reference to Exhibit 4.1 to Mirant Corporation's Form 8-K filed on April 28, 2010).

SIGNATURE

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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.

Dated: April 28, 2010

Mirant Corporation

By: /s/ Angela M. Nagy

Name: Angela M. Nagy

Title: Vice President and Controller
(Principal Accounting Officer)

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EXHIBIT LIST

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