

STARRETT L S CO  
Form 8-A12B  
November 12, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-A

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

THE L.S. STARRETT COMPANY  
(Exact name of registrant as specified in its charter)

Massachusetts  
(State of incorporation or  
organization)

04-1866480  
(IRS Employer Identification No.)

121 Crescent Street  
Athol, Massachusetts  
(Address of principal executive  
offices)

01331  
(Zip Code)

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

Class A Common 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. []

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: Not Applicable

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

Not Applicable  
(Title of Class)

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Item 1. Description of Registrant's Securities to be Registered.

On October 20, 2010, the Board of Directors (the "Board") of The L.S. Starrett Company (the "Company"), authorized the issuance of one Class A Common Stock purchase right (a "Right"), for each outstanding share of Class A Common Stock, par value \$1.00 per share (the "Class A Common Stock"), and Class B Common Stock, par value \$1.00 per share (the "Class B Common Stock," and such shares, together with the shares of Class A Common Stock, the "Common Shares") outstanding as of the close of business on November 12, 2010 (the "Record Date"). The dividend is payable on November 12, 2010 to the shareholders of record on that date. The terms of the Rights are set forth in a Rights Agreement dated as of November 2, 2010 (the "Agreement") between the Company and Mellon Investor Services LLC (operating with the service name "BNY Mellon Shareowner Services") (the "Rights Agent").

Each Right entitles the holder to purchase from the Company one share of Class A Common Stock at a price of \$72.00. The Rights will expire on November 2, 2020 (the "Final Expiration Date"), or the earlier redemption of the Rights, and are not exercisable until the Distribution Date.

No separate Rights certificates will be issued at the present time. Until the first date of the public announcement by the Company or an "Acquiring Person" (as hereinafter defined) that an Acquiring Person has become such (such date the "Shares Acquisition Date") (or earlier redemption or expiration of the Rights), (i) the Rights will be evidenced by the certificates for the Common Shares registered in the names of the holders thereof and will be transferred with and only with such certificates for the Common Shares, (ii) new certificates representing Common Shares issued after the Record Date upon transfer or new issuance of the Common Shares will contain a notation incorporating the Rights Agreement by reference and (iii) the surrender for transfer of any of the certificates for the Common Shares will also constitute the transfer of the Rights associated with the Common Shares represented by such certificate.

The Rights will separate from the Common Shares on, and Rights certificates will be issued as soon as practicable after, the Distribution Date. The Distribution Date will occur on the tenth day following the Shares Acquisition Date. Except as described below, an Acquiring Person is an individual, firm, corporation or entity that has acquired or obtained the right to acquire, beneficial ownership of 15% or more of the outstanding Common Shares. If the Company repurchases some of its own Common Shares and this causes a person or group's holdings to constitute 15% or more of the outstanding Common Shares, that person or group will not be an Acquiring Person so long as it does not make any further acquisition of Common Shares. If a person or group acquires 15% or more of the Common Shares inadvertently or as a result of third parties exercising contractual rights that exist as of November 2, 2010 (and without acquiring by other means 1% or more of the Common Shares since November 2, 2010), and that person or group sells enough common stock to reduce its holdings below 15% of the Common Shares as promptly as practicable (which, in the contractual rights case, shall not be longer than 60 days), such person or group will not be an Acquiring Person.

If, at any time after November 2, 2010, any person or group of affiliated or associated persons (other than as described above) shall become an Acquiring Person, all holders of Rights except the Acquiring Person may purchase shares of our Class A Common Stock at a 50% discount from the market price of the Class A Common Stock at such time. Also, in the event that the Company were acquired in a merger or other business combination, or more than 25% of its assets or earning power were sold, all holders of Rights except the Acquiring Person may purchase shares of the acquiring corporation at a purchase price equal to 50% of the market price of the acquiring corporation's stock prior to such merger. Following the occurrence of any of the events described in this paragraph, any Rights that are, or (under certain circumstances specified in the Rights Agreement) were, beneficially owned by any Acquiring Person shall immediately become null and void.

The Board may, at its option, at any time after any Person becomes an Acquiring Person, exchange all or part of the then outstanding and exercisable Rights for shares of Common Stock at an exchange ratio of one share of Class A

Common Stock per Right, appropriately adjusted to reflect any stock split, stock dividend or similar transaction occurring after the Record Date (such exchange ratio being hereinafter referred to as the "Exchange Ratio"). The Board, however, may not effect an exchange at any time after any person (other than (i) the Company, (ii) any subsidiary of the Company, (iii) any employee benefit plan of the Company or any subsidiary of the Company or (iv) any entity holding Common Stock for or pursuant to the terms of any such plan), together with all affiliates of such Person, becomes the beneficial owner of 50% or more of the Class A Common Stock and Class B Common Stock (taken together as a single class, treating each share of Class B Common Stock outstanding as one share of Class A Common Stock outstanding for the purposes of such calculation) then outstanding. If the Board of Directors of the Company elects to exchange any Rights as described above, the Board may cause the Company to enter into one or more arrangements it deems necessary or appropriate to implement and give effect to such exchange in the manner contemplated by the Agreement, including by establishing one or more trusts or other mechanisms for the proper and orderly distribution of the shares of Class A Common Stock or other consideration to be issued pursuant to the Agreement. Immediately upon the action of the Board ordering the exchange of any Rights and without any further action and without any notice, the right to exercise such Rights will terminate and the only right thereafter of a holder of such Rights will be to receive that number of shares of Class A Common Stock equal to the number of such Rights held by such holder multiplied by the Exchange Ratio.

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The exercise price of the Rights, and the number of shares of Class A Common Stock or other securities or property issuable upon exercise of the Rights are subject to adjustment from time to time to prevent dilution (i) in the event of a stock dividend on, or a subdivision, combination or reclassification of the Class A Common Stock and/or Class B Common Stock, (ii) upon the grant to holders of Class A Common Stock and/or Class B Common Stock of certain rights or warrants to subscribe for shares of Class A Common Stock or securities convertible into shares of Class A Common Stock or (iii) upon the distribution to holders of the Common Shares of evidences of indebtedness or assets (other than a regular quarterly cash dividend or a dividend payable in shares of Class A Common Stock or Class B Common Stock) or of subscription rights or warrants (other than those referred to above).

At any time prior to the Final Expiration Date or the earlier redemption of the Rights, the Company, by a majority vote of the Board, may redeem the Rights at a redemption price of \$0.01 per Right (the "Redemption Price"), as described in the Agreement. Immediately upon the action of the Board electing to redeem the Rights, the right to exercise the Rights will terminate and the only right of the holders of Rights will be the right to receive the Redemption Price.

Until a Right is exercised, the holder thereof, will have no rights in respect of such Right as a stockholder of the Company, including, without limitation, the right to vote or to receive dividends.

Except as described below, the Company may supplement or amend the Agreement without the approval of any holders of Right Certificates in order to cure any ambiguity, to correct or supplement any provision contained therein which may be defective or inconsistent with any other provisions therein, or to make any other changes, modifications, or provisions with respect to the Rights which the Company may deem necessary or desirable. Any such supplement or amendment must be evidenced by a writing signed by the Company and the Rights Agent. Notwithstanding the right of the Company to supplement or amend the Agreement as described above, from and after such time as any individual, firm, corporation or entity becomes an Acquiring Person, the Agreement may not be amended in any manner which would adversely affect the interests of the holders of Rights.

The form of Rights Agreement dated as of November 2, 2010 between the Company and the Rights Agent, specifying the terms of the Rights (including as exhibits the form of Rights Certificate and the Summary of Rights to Purchase Shares of Class A Common Stock) was filed with Form 10-Q for the quarter ended September 25, 2010 and is incorporated as an exhibit hereto by reference. The foregoing description of the Rights does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement, which is incorporated herein by reference.

Item 2. Exhibits.

Exhibit No.	Description
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4.1	Rights Agreement dated as of November 2, 2010 between the Company and Mellon Investor Services LLC, as Rights Agent (together with exhibits, including the Form of Rights Certificate, and the Summary of Rights to Purchase Shares of Class A Common Stock), filed with Form 10-Q for the quarter ended September 25, 2010, is hereby incorporated by reference.
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SIGNATURES

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.

Date: November 12, 2010

THE L.S. STARRETT COMPANY

By:

/s/ DOUGLAS A. STARRETT

Name: Douglas A. Starrett

Title: President and Chief Executive  
Officer

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EXHIBIT INDEX

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No.

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