

LAIDLAW INTERNATIONAL INC

Form 8-A12B

February 12, 2004

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-A

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

Laidlaw International, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

98-0390488

(State of Incorporation or Organization)

(I.R.S. Employer
Identification no.)

55 Shuman Boulevard, Suite 400
Naperville, Illinois

60563

(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. x

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. o

Securities Act registration statement file number to which this form relates:

None

(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

Preferred Stock Purchase Rights

New York Stock Exchange

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

None

None

(Title of Class)

(Name of Exchange)

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SIGNATURE

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

On June 23, 2003, in connection with the consummation of Laidlaw International, Inc.'s Third Amended Joint Plan of Reorganization, the Company declared a distribution of one right for each share of Common Stock, par value \$.01 per share, of the Company outstanding at the close of business on July 3, 2003, pursuant to the terms of the Rights Agreement, dated as of June 23, 2003, by and between the Company and Wells Fargo Bank Minnesota, National Association, as rights agent. The Rights Agreement also provides, subject to specified exceptions and limitations, that Common Shares issued or delivered from the Company's treasury after the Record Date will be entitled to and accompanied by Rights. The Rights are in all respects subject to and governed by the provisions of the Rights Agreement, a copy of which (including all exhibits thereto) is filed as Exhibit 4.3 hereto and incorporated by this reference. A summary description of the Rights is set forth in Exhibit B to the Rights Agreement.

Item 2. Exhibits

The following exhibits are filed as part of this Registration Statement:

| <u>EXHIBIT</u> | <u>DESCRIPTION</u> |
|----------------|---|
| 4.1* | Certificate of Incorporation of Laidlaw International, Inc. |
| 4.2* | By-laws of Laidlaw International, Inc. |
| 4.3* | Rights Agreement, dated as of June 23, 2003, by and between Laidlaw International, Inc. and Wells Fargo Bank Minnesota, National Association, as rights agent (including a Form of Right Certificate as Exhibit A thereto and a Summary of Rights to Purchase Preferred Stock as Exhibit B thereto) |

* Incorporated by reference to Exhibits 4.1, 4.2 and 4.3 to the Form 8-K filed by the registrant on July 9, 2003.

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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.

LAIDLAW INTERNATIONAL, INC.

Date: February 12, 2004

By: /s/ Douglas A. Carty

Name: Douglas A. Carty
Title: Senior Vice President and Chief
Financial Officer