

VARIAN MEDICAL SYSTEMS INC
Form 8-A12B/A
July 30, 2004

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A-5

AMENDMENT NO. 5
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
(State of incorporation or organization)

94-2359345
(IRS Employer Identification No.)

3100 Hansen Way
Palo Alto, CA
(Address of principal executive offices)

94304-1000
(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**

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

Pacific Exchange

NONE
(Title of Class)

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

Item 1 is hereby amended by adding the following paragraph:

Effective July 30, 2004, Varian Medical Systems, Inc. (the "Company") entered into an amendment (the "Fifth Amendment") to the Rights Agreement dated as of November 20, 1998, as amended (the "Rights Agreement"), between the Company and EquiServe Trust Company, N.A. ("EquiServe") as successor Rights Agent. The Fifth Amendment, entered into by and among the Company and EquiServe, amends the Rights Agreement, effective as of July 30, 2004 to decrease the Exercise Price of the Rights from \$210.00 to \$105.00, as a result of a stock split of the Company's common stock, effected in the form of a 100% stock dividend.

Item 2. Exhibits.

Item 2 is hereby amended by adding new Exhibit 6 as follows:

Exhibit No.	Description
(6)	Fifth Amendment to Rights Agreement, dated as of July 30, 2004, between Varian Medical Systems, Inc. and EquiServe Trust Company, N.A., as successor Rights Agent (incorporated by reference to Exhibit 6 to the Company's Amendment No. 5 to Registration Statement on Form 8-A/A-5 dated July 30, 2004 with respect to the New York Stock Exchange).

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.

/s/ JOSEPH B. PHAIR

Name: Joseph B. Phair

Title: *Vice President, Administration, General Counsel and
Secretary*

Dated: July 30, 2004

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[Item 2. Exhibits.](#)

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