

FORGENT NETWORKS INC  
Form 8-A12B/A  
November 02, 2009

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

**FORM 8-A/A**  
**Amendment No. 1**

**FOR REGISTRATION OF CERTAIN CLASSES**  
**Pursuant to Section 12(b) OR (g) of the Securities Exchange Act of 1934**

—  
**FORGENT NETWORKS, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**74-2415696**  
(IRS Employer  
Identification No.)

**108 Wild Basin Road**  
**Austin TX**

**78746**

(Address of principal executive offices)

(Zip Code)

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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: (if applicable)

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

Securities to be registered pursuant to Section 12(b) None of the Act:

This Form 8-A/A is filed by Forgent Networks, Inc. (the Company ) to amend and restate Item 1 of the Form 8-A filed by the Company with the Securities and Exchange Commission on December 19, 2005.

**Item 1. Description of Registrants Securities to be Registered.**

On December 19, 2005, the Company entered into a Rights Agreement with American Stock Transfer & Trust Company LLC (the Rights Agreement ). Under the Rights Agreement, the Company granted a dividend on December 31, 2005 of one right (a Right ) for each outstanding share of common stock of the Company, par value \$0.01 per share (the Common Stock )

On October 28, 2009, the Company amended and restated the Rights Agreement (the Amended and Restated Rights Agreement ) to protect the Company s ability to carry forward its net operating losses (the NOLs ), which the Company believes are a substantial asset.

In connection with the Amended and Restated Rights Agreement, the Company terminated the Rights and granted a dividend of a new right for each outstanding share of Common Stock of the Company (the New Right ). The terms and conditions of such New Rights are set forth in the Company s Current Report on Form 8-K filed with the Securities and Exchange Commission on October 28, 2009. Accordingly, as of October 28, 2009, the Rights expired and ceased to exist.

**Item 2**  
Exhibits.

None.

**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 2, 2009

**FORGENT NETWORKS, INC.**

By: /s/ Patrick Goepel

Name: Patrick Goepel

Title: Interim Chief Executive Officer