

SCOLR INC  
Form 8-A12B  
February 03, 2004

**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**

**SCOLR, INC**

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(Exact name of registrant as specified in its charter)

Delaware

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91-1689591

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(State of incorporation  
or organization)

(I.R.S. employer  
identification no.)

3625 132nd Avenue SE, Suite 300  
Bellevue, Washington 98006

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(Address of principal executive offices and 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), 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.

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

<b>Title Of Each Class To Be So Registered</b>	<b>Name Of Each Exchange On Which Each Class Is To Be So Registered</b>
Common Stock, \$0.001 par value	American Stock Exchange LLC

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

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

The capital stock to be registered on the American Stock Exchange LLC is our common stock, \$0.001 par value. We have authorized 50,000,000 shares of common stock. The holders of our common stock:

have equal ratable rights to dividends from funds legally available therefore, when and if declared by our board of directors;

are entitled to share ratably in all of our assets available for distribution to holders of common stock upon liquidation, dissolution or winding up of our affairs;

do not have preemptive, subscription or conversion rights, or redemption or sinking fund provisions applicable thereto; and

are entitled to one non-cumulative vote per share, either in person or by proxy, on all matters on which stockholders may vote at all meetings of stockholders.

Our certificate of incorporation and bylaws contain provisions, such as undesignated preferred stock and prohibitions on cumulative voting in the election of directors, which could make it more difficult for a third party to acquire us without the consent of our board of directors. Also, our bylaws provide for a staggered board. The staggered board protects directors of the classes not being elected in a proxy contest for control of the board and dilutes the ability of stockholders to influence corporate governance policies. These provisions may have the effect of preventing or hindering any attempts by our stockholders to replace our current management.

Our board of directors also adopted a stockholder rights plan or "poison pill" in November 2002. The stockholder rights plan is intended to protect stockholder interests if we are confronted with coercive or unfair takeover practices. An acquirer who triggers the rights faces significant dilution of its interest in us. The stockholder rights plan may also impede a party seeking to acquire control of us.

**Item 2. Exhibits.**

Not Applicable.

**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.

SCOLR, INC.

Date: February 2, 2004

By: /s/ Daniel O. Wilds

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Daniel O. Wilds  
President and Chief Executive Officer