

FSI INTERNATIONAL INC

Form 8-A12G/A

January 13, 2005

**Table of Contents**

---

---

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

**FORM 8-A/A-3**

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

**FSI INTERNATIONAL, INC.**

---

(Exact name of Registrant as specified in its charter)

Minnesota

41-1223238

(State of incorporation or organization)

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

3455 Lyman Boulevard  
Chaska, Minnesota

55318

(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 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), please check the following box.

Securities Act registration statement file number to which this form relates (if applicable): N/A

Title of each class  
to be so registered  
N/A

Name of each exchange on which each  
class is to be registered  
N/A

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

Preferred Share Purchase Rights  
(Title of Class)

---

---

---

**TABLE OF CONTENTS**

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

Item 2. Exhibits.

SIGNATURE

Fourth Amendment to Share Rights Agreement

---

**Table of Contents**

This Form 8-A/A-3 amends and supplements the Form 8-A filed by FSI International, Inc. ( FSI ) with the Securities and Exchange Commission (the SEC ) on June 5, 1997, as amended by Form 8-A/A-1 filed by FSI with the SEC on April 16, 1998 and by Form 8-A/A-2 filed by FSI with the SEC on April 9, 2002, with respect to the Preferred Share Purchase Rights.

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

Effective January 12, 2005, FSI amended its Share Rights Agreement, dated as of May 22, 1997, as amended on March 26, 1998, March 9, 2000 and April 3, 2002, by and between FSI and Computershare Investor Services, as Rights Agent (the Rights Agreement ), to (a) eliminate the concept of a Continuing Director (as defined in the Rights Agreement); (b) eliminate certain provisions relating to certain required approvals by the Continuing Directors; (c) eliminate the concept of the Whitman Funds (as defined in the Rights Agreement); and (d) make certain related modifications.

The foregoing summary of the amendment is not complete and is qualified in its entirety by reference to the Fourth Amendment to the Share Rights Agreement, a copy of which is attached as an exhibit hereto and is incorporated herein by reference.

**Item 2. Exhibits.**

1. Fourth Amendment to Share Rights Agreement, dated as of January 12, 2005, by and between FSI and Computershare Investor Services, as Rights Agent. (filed herewith)

**Table of Contents**

**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.

FSI INTERNATIONAL, INC.

Dated: January 13, 2005

By: /s/Patricia M. Hollister  
Patricia M. Hollister  
Its: Chief Financial Officer

3