

Edgar Filing: TOO INC - Form 8-A12B/A

TOO INC  
Form 8-A12B/A  
December 17, 2003

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

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FORM 8-A/A NO. 2

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

TOO, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE 31-1333930  
(State of incorporation or organization) (I.R.S. Employer Identification No.)

8323 WALTON PARKWAY  
NEW ALBANY, OHIO 43054  
(Address of principal executive offices)

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 -----
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Preferred Stock Purchase Rights	New York Stock Exchange
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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), 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.

Securities Act registration statement file number to which this form relates:  
Not applicable

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

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

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Reference is made to the Registration Statement on Form 8-A filed with the Securities and Exchange Commission by Too, Inc. (the "Company") on August 27, 2001, as amended on Form 8-A/A No. 1 on September 28, 2001 (the "Original Form 8-A"), relating to the Preferred Stock Purchase Rights distributed to the stockholders of the Company in connection with the Rights Agreement, dated August 14, 2001 (the "Rights Agreement"), between the Company and EquiServe Trust Company, N.A. The Original Form 8-A is hereby incorporated by reference herein.

On November 11, 2003, the Board of Directors of the Company approved the Agreement of Substitution and Amendment of Rights Agreement, dated as of November 11, 2003, to be effective as of October 20, 2003 (the "Amendment"). A complete copy of the Amendment is attached hereto as Exhibit 4.2 and is incorporated herein by reference.

### ITEM 2. EXHIBITS

- 4.1 Rights Agreement dated as of August 14, 2001, by and between the Company and EquiServe Trust Company, N.A., as Rights Agent, and which includes as Exhibit A thereto the form of Certificate of Designations of Series A Junior Participating Cumulative Preferred Stock, as Exhibit B thereto the form of Right Certificate and as Exhibit C thereto the Summary of Rights, previously filed as Exhibit 4.1 to the Registration Statement on Form 8-A (file number 001-14987), filed on August 27, 2001, and incorporated herein by reference.
- 4.2 Agreement of Substitution and Amendment of Rights Agreement, dated as of November 11, 2003, to be effective as of October 20, 2003, between the Company and American Stock Transfer & Trust Company, a New York banking corporation, as Rights Agent.

### SIGNATURE

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the registrant has duly caused this Amendment No. 2 to registration statement to be signed by on its behalf by the undersigned, thereto duly authorized.

TOO, INC.

Date: December 17, 2003

By: /s/ Kent A. Kleeberger

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Kent A. Kleeberger, Executive  
Vice President, Chief Operating  
Officer, Chief Financial  
Officer, Treasurer and  
Secretary

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## EXHIBIT INDEX

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