

GRACO INC  
Form 8-A12B/A  
February 15, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-A/A**

(Amendment No. 1)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Graco Inc.**

(Exact name of registrant as specified in its charter)

Minnesota  
(State of incorporation or organization)

41-0285640  
(I.R.S. Employer Identification No.)

88-11<sup>th</sup> Avenue Northeast

Minneapolis, Minnesota  
(Address of principal executive offices)  
Securities to be registered pursuant to Section 12(b) of the Act:

55413  
(Zip Code)

Title of each class to be so registered  
**Preferred Share**

Name of each exchange on which  
each class is to be registered

**Purchase Rights**

**New York Stock Exchange**

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.

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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: N/A (if applicable).

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

Graco Inc. (the Company ) amends and supplements Items 1 and 2 of its Registration Statement on Form 8-A (File No. 001-09249) filed with the Securities and Exchange Commission on February 16, 2010 (the Original Registration Statement ).

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

The Company hereby amends and supplements Item 1 of the Original Registration Statement to reflect the following developments with respect to its preferred share purchase rights (the Rights ):

On February 15, 2013, the Company entered into an amendment (the Amendment ) to the Rights Agreement, dated as of February 12, 2010, between the Company and Wells Fargo Bank, N.A., as Rights Agent (the Rights Agreement ).

The Amendment changes the final expiration date of the Rights Agreement from March 29, 2020 to February 15, 2013. Accordingly, the Rights granted under the Rights Agreement will expire at the close of business on February 15, 2013, and the Rights Agreement will be terminated and will be of no further force and effect.

The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is filed with this Amendment No. 1 to the Original Registration Statement as Exhibit 4.2, and to the full text of the Rights Agreement prior to the Amendment, which was filed as Exhibit 1 to the Original Registration Statement, each of which is incorporated herein by reference.

**Item 2. Exhibits**

The Company hereby amends and restates Item 2 of the Original Registration Statement, in its entirety, as follows:

- 4.1 Rights Agreement, dated as of February 12, 2010, between the Company and Wells Fargo Bank, N.A., as Rights Agent. (Incorporated by reference to Exhibit 1 to the Company's Registration Statement on Form 8-A filed on February 16, 2010.)
- 4.2 Amendment to Rights Agreement, dated as of February 15, 2013, between the Company and Wells Fargo Bank, N.A., as Rights Agent.

**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.

GRACO INC.

Date: February 15, 2013

By: /s/ Karen Park Gallivan  
Karen Park Gallivan  
Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

Exhibit	Description	Method of Filing
4.1	Rights Agreement, dated as of February 12, 2010, between the Company and Wells Fargo Bank, N.A., as Rights Agent.	Incorporated by Reference
4.2	Amendment to Rights Agreement, dated as of February 15, 2013, between the Company and Wells Fargo Bank, N.A, as Rights Agent.	Filed Electronically