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ALLIANCE IMAGING INC /DE/  
Form 8-A12B  
July 20, 2001

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

FORM 8-A

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

ALLIANCE IMAGING, INC.

-----  
(Exact Name of Registrant as Specified in its Charter)

Delaware

33-0239910

-----  
(State of Incorporation or Organization)

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

1065 PacifiCenter Drive  
Suite 200  
Anaheim, CA

92806

-----  
(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 pursuant to General Instruction A.(c), please check the following box. /X/

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:  
333-64322

Securities to be Registered Pursuant to Section 12(b) of the Act:

Title of Each Class  
to be So Registered  
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Name of Each Exchange on Which  
Each Class is to be Registered  
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Common Stock, par value \$0.01 per share\*

The New York Stock Exchange

Securities to be Registered Pursuant to Section 12(g) of the Act:

None

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(Title of Class)

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\* Application has been made for listing pursuant to the requirements of The New Stock Exchange.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

Description of the Common Stock to be registered hereunder are contained in the sections entitled "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1, as amended (File No. 333-64322) originally filed on July 2, 2001 under the Securities Act of 1933, as amended, which is incorporated herein by reference.

ITEM 2. EXHIBITS.

The documents listed below are filed as exhibits to this Registration Statement:

EXHIBIT NO.  
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- |     |   |
|-----|---|
| 3.1 | Form of Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.3 to Registrant's Registration Statement on the Form S-1 (No. 333-64322)) |
| 3.2 | Form of Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.4 to Registrant's Registration Statement on Form S-1 (No. 333-64322))                           |
| 4.1 | Specimen of certificate for shares of Common Stock, \$0.01 par value (incorporated by reference to Exhibit 4.5 to the Registrant's Registration Statement on Form S-1 (No. 333-64322))        |

SIGNATURES

Pursuant to the requirements of the Section 12 of the Securities Exchange Act of 1934 as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: July 18, 2001

ALLIANCE IMAGING, INC.

By: /s/ RUSSELL D. PHILLIPS, JR.

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Name: Russell D. Phillips, Jr.

Title: General Counsel and Secretary

EXHIBIT INDEX

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