

ARADIGM CORP
Form 8-A12B
June 05, 2014

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 12(g)
OF THE SECURITIES EXCHANGE ACT OF 1934

Aradigm Corporation

(Exact Name of Registrant as Specified in its Charter)

California
(State of Incorporation

or Organization)

94-3133088
(IRS Employer

Identification Number)

3929 Point Eden Way, Hayward, California
(Address of Principal Executive Offices)

94545
(Zip Code)

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

**Title of each class
to be registered
Common Stock**

**Name of each exchange on which
each class is to be registered
The NASDAQ Stock Market LLC**

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.

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:

Not applicable

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

None

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

As of the date of this Registration Statement, Aradigm Corporation (the Company), is authorized by its amended and restated articles of incorporation to issue an aggregate of 25,045,765 shares of common stock. In addition, as of the date of this Registration Statement, the Company is authorized by its amended and restated articles of incorporation to issue an aggregate of 5,000,000 shares of preferred stock.

Common Stock

All outstanding shares of common stock are of the same class and have equal rights and attributes. The holders of common stock are entitled to one vote per share on all matters submitted to a vote of shareholders of the Company. All shareholders are entitled to share equally in dividends, if any, as may be declared from time to time by the Board of Directors of the Company out of funds legally available. In the event of liquidation, the holders of common stock are entitled to share ratably in all assets remaining after payment of all liabilities. The shareholders do not have cumulative or preemptive rights.

The transfer agent and registrar for the Company common stock is Computershare (formerly Equiserve Trust Company).

Preferred Stock

The Company's Board of Directors of the Company is empowered, without shareholder approval, to issue preferred stock with dividend, liquidation, conversion, voting or other rights which could adversely affect the voting power or other rights of the holders of common stock. The Company may issue some or all of the preferred stock to effect a business combination. In addition, the preferred stock could be utilized as a method of discouraging, delaying or preventing a change in control of the Company.

Shareholder Rights Plan

In September 2008, the Company adopted an amended and restated shareholder rights plan, which replaced the rights plan originally adopted in August 1998. Pursuant to the rights plan, as amended and restated, the Company would distribute rights to purchase shares of Series A Junior Participating Preferred Stock as a dividend at the rate of one right for each share of common stock outstanding. Until the rights are distributed, the rights trade with, and are not separable from the Company's common stock and are not exercisable. The rights are designed to guard against partial tender offers and other abusive and coercive tactics that might be used in an attempt to gain control of the Company or to deprive its shareholders of their interest in the Company's long-term value. The shareholder rights plan seeks to achieve these goals by encouraging a potential acquirer to negotiate with the Company's Board of Directors. The rights will expire at the close of business on September 8, 2018.

Item 2. Exhibits

**Exhibit
No.**

Description

- | | |
|--------|--|
| 3.1(1) | Amended and Restated Articles of Incorporation of the Company, as amended. |
| 3.2(2) | Amended and Restated Bylaws of the Company, as amended. |
| 3.3(3) | Certificate of Determination of Series A Junior Participating Preferred Stock. |

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- 3.4(4) Amended and Restated Certificate of Determination of Preferences of Series A Convertible Preferred Stock.
- 3.5(3) Certificate of Amendment of Amended and Restated Articles of Incorporation of the Company.

- 3.6(3) Certificate of Amendment of Certificate of Determination of Series A Junior Participating Preferred Stock.
- 3.7(5) Certificate of Amendment of Amended and Restated Articles of Incorporation of the Company.
- 3.8(5) Certificate of Amendment of Certificate of Determination of Series A Junior Participating Preferred Stock.
- 3.9(6) Certificate of Amendment of Amended and Restated Articles of Incorporation of the Company.
- 3.10(7) Certificate of Amendment of Amended and Restated Articles of Incorporation of the Company.
- 3.11(8) Certificate of Amendment of Amended and Restated Articles of Incorporation of the Company.
- 3.12(9) Certificate of Amendment of Amended and Restated Articles of Incorporation of the Company.

- (1) Incorporated by reference to the Company s Form S-1 (No. 333-4236) filed on April 30, 1996, as amended.
- (2) Incorporated by reference to the Company s Form 10-Q filed on August 14, 1998.
- (3) Incorporated by reference to the Company s Form 10-K filed on March 29, 2002.
- (4) Incorporated by reference to the Company s Form S-3 (No. 333-76584) filed on January 11, 2002, as amended.
- (5) Incorporated by reference to the Company s Form 10-Q filed on August 13, 2004.
- (6) Incorporated by reference to the Company s Form 10-K filed on March 31, 2006.
- (7) Incorporated by reference to the Company s Form 8-K filed on September 20, 2010.
- (8) Incorporated by reference to the Company s Form 8-K filed on February 3, 2013.
- (9) Incorporated by reference to the Company s Form 10-Q filed on May 14, 2014.

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.

ARADIGM CORPORATION

Date: June 5, 2014

By: /s/ Nancy Pecota

Name: Nancy Pecota

Title: Vice President, Finance and Chief Financial

Officer and Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Description
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