

FACET BIOTECH CORP  
Form 8-A12B/A  
March 11, 2010

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

Washington, D.C. 20549

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**FORM 8-A/A**

(Amendment No. 2 to Form 8-A)

Originally Filed on September 9, 2009)

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

**Facet Biotech Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
  
of incorporation)

**001-34154**  
(Commission File Number)

**26-3070657**  
(IRS Employer  
  
Identification No.)

**1500 Seaport Boulevard**  
**Redwood City, California 94063**

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(Address of principal executive offices, including zip code)

**(650) 454-1000**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address, if changed since last report)

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

<b>Title of Each Class to be so Registered</b>	<b>Name of Each Exchange on Which Each Class is to be Registered</b>
<b>Preferred Stock Purchase Rights, no par value</b>	<b>The NASDAQ Stock Market LLC</b>

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: **N/A**  
(If applicable)

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

**None**

(Title of class)

This Amendment No. 2 to Form 8-A amends and supplements the Registration Statement on Form 8-A filed by Facet Biotech Corporation, a Delaware corporation (the Company ), with the Securities and Exchange Commission on September 9, 2009, as amended by Amendment No. 1 filed by the Company on December 16, 2009.

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

Item 1 of the Form 8-A is amended and supplemented by adding the following:

On March 9, 2010, the Company entered into an Agreement and Plan of Merger (the Merger Agreement ) with Abbott Laboratories, an Illinois corporation ( Parent ), and Amber Acquisition Inc., a Delaware corporation and a wholly owned subsidiary of Parent ( Merger Sub ), pursuant to which Merger Sub has agreed to commence a tender offer (the Offer ) to purchase all of the outstanding shares of Common Stock at a purchase price of \$27.00 per share, subject to the satisfaction or waiver of the conditions contained in the Merger Agreement. Following the consummation of the Offer, subject to the satisfaction or waiver of the conditions contained in the Merger Agreement, Merger Sub will merge with and into the Company (the Merger ).

Immediately prior to the execution of the Merger Agreement, the Company and the Rights Agent entered into an amendment to the Rights Agreement, dated March 9, 2010 ( Amendment No. 3 ). Amendment No. 3 amends the Rights Agreement to provide that neither the execution of the Merger Agreement nor the consummation of the Offer, the Merger, or the other transactions contemplated by the Merger Agreement will trigger the separation or exercise of Rights. Pursuant to Amendment No. 3, none of Parent, Merger Sub or any of their affiliates or associates will be deemed an Acquiring Person solely by virtue of the approval, execution, delivery, adoption or performance of the Merger Agreement or the consummation of the Offer, the Merger or any other transactions contemplated by the Merger Agreement. In addition, Amendment No. 3 further provides that immediately prior to the effective time of the Merger, the Rights shall expire and become null and void, without any payment, liability or obligation on the part of the Company, the Rights Agent or the holders of any Rights.

Amendment No.3 is filed herewith as an exhibit and incorporated by reference into this Item 1. The foregoing description of Amendment No. 3 does not purport to be complete and is qualified in its entirety by reference to the full text of Amendment No. 3.

**Item 2. Exhibits.**

Item 2 of the Form 8-A is hereby amended and supplemented by adding the following exhibit filed herewith:

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.4	Amendment No. 3 to Rights Agreement, dated as of March 9, 2010, by and between the Company and Mellon Investor Services LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on March 10, 2010).



**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.

FACET BIOTECH CORPORATION

By:	/s/ Francis Sarena
Name:	Francis Sarena
Title:	Vice President, General Counsel and Secretary

Dated: March 11, 2010