

KAMAN CORP
Form 8-A12B
February 03, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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

Kaman Corporation

(Exact Name of Registrant as Specified in Its Charter)

Connecticut
(State or Other Jurisdiction)

of Incorporation)

1332 Blue Hills Avenue, Bloomfield, Connecticut

06-0613548
(IRS Employer

Identification No.)

06002

Edgar Filing: KAMAN CORP - Form 8-A12B

(Address of Principal Executive Offices)

(Zip Code)

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

Title of each class

Name of each exchange on which

**To be so registered
Common Stock**

**each class is to be registered
New York Stock Exchange 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), 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: (if applicable)

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

(Title of class)

(Title of class)

EXPLANATORY STATEMENT

On May 3, 1965, the registrant, then known as Kaman Aircraft Corporation, filed a Form 8-A, dated April 26, 1965, for the purpose of registering its Class A Common Stock and 6% Convertible Subordinated Debentures Due 1974 pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended. On January 27, 2006, Amendment No. 1 to Form 8-A was filed for the purpose of updating the description of the registrant's Common Stock (Common Stock) and deleting the reference to its 6% Convertible Subordinated Debentures Due 1974, none of which remained outstanding at that time. On January 30, 2012 Amendment No. 2 was filed to reflect the voluntary delisting of the registrant's Common Stock from the NASDAQ Stock Market, LLC and the listing of such Common Stock on the New York Stock Exchange LLC effective as of the opening of trading on February 7, 2012. In addition, on February 6, 2012 the registrant will file a Form 25 to effect the voluntary delisting of the registrant's Common Stock from the NASDAQ Stock Market, LLC. This Form 8-A is being filed solely to reflect the listing of the registrant's Common Stock on the New York Stock Exchange LLC as of February 7, 2012.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The description of the registrant's Common Stock under the heading Description of Common Stock set forth at pages 59 to 62 of the registrant's prospectus/proxy statement dated September 2, 2005, as filed with the Securities and Exchange Commission on September 2, 2005 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, is hereby incorporated by reference in its entirety.

The Common Stock was traded on the NASDAQ Global Select Market under the symbol KAMN until February 6, 2012. As of the opening of trading on February 7, 2012, the Common Stock will trade on the New York Stock Exchange under the same symbol KAMN .

Item 2. Exhibits.

The following documents are filed as exhibits to this registration statement:

1. Specimen stock certificate for Common Stock is incorporated by reference to Exhibit 1 to the registrant's Form 8-A/A Amendment No. 2 filed on January 30, 2012.
2. Amended and Restated Certificate of Incorporation of Kaman Corporation is incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 4, 2005.
3. Amended and Restated Bylaws of Kaman Corporation are incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 28, 2008.

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, thereunto duly authorized.

KAMAN CORPORATION

By: /s/ Candace A. Clark
Candace A. Clark
Senior Vice President, Chief Legal Officer and
Secretary

Date: February 3, 2012

KAMAN CORPORATION

INDEX TO EXHIBITS

- | | | |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| Exhibit 1 | Specimen stock certificate for Common Stock incorporated by reference to Exhibit 1 to the registrant's Form 8-A/A Amendment No. 2 filed on January 30, 2012. | by reference |
| Exhibit 2 | Amended and Restated Certificate of Incorporation of Kaman Corporation is incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 4, 2005. | by reference |
| Exhibit 3 | Amended and Restated Bylaws of Kaman Corporation are incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 28, 2008. | by reference |