

ADT Corp  
Form 10-12B/A  
September 10, 2012

As filed with the Securities and Exchange Commission on September 7, 2012

Registration No. 001 35502

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**AMENDMENT NO. 5**  
**TO**  
**FORM 10**

**GENERAL FORM FOR REGISTRATION OF SECURITIES**  
**Pursuant to Section 12(b) or (g) of the Securities Exchange Act of 1934**

**The ADT Corporation**

(Exact Name of Registrant as Specified in its Charter)

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Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

45-4517261  
(IRS Employer

Identification No.)

1501 Yamato Road

Boca Raton, Florida, 33431

(561) 988-3600

(Address, Including Zip Code, and Telephone Number, Including  
Area Code, of Registrant's Principal Executive Offices)

*With copies to:*

**Judith A. Reinsdorf, Esq.**

**Executive Vice President and General Counsel**

**Tyco International Management Company, LLC**

**9 Roszel Road**

**Princeton, New Jersey 08540**

**(609) 720-4200**

**Alan M. Klein, Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York 10017**

**(212) 455-2000**

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

**Name of Each Exchange on Which**

**Title of each Class to be so Registered**  
Common stock, par value \$0.01 per share

**Each Class is to be Registered**  
New York Stock Exchange

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer    ..  
Non-accelerated filer    x

Accelerated filer    ..  
Smaller reporting company    ..



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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10**

**Item 1. Business**

The information required by this item is contained under the sections Summary, Risk Factors, Cautionary Statement Concerning Forward-Looking Statements, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business, and Certain Relationships and Related Party Transactions of the Information Statement filed as Exhibit 99.1 to this Form 10 (the Information Statement). Those sections are incorporated herein by reference.

**Item 1A. Risk Factors**

The information required by this item is contained under the section Risk Factors of the Information Statement. That section is incorporated herein by reference.

**Item 2. Financial Information**

The information required by this item is contained under the sections Summary Summary Historical Combined and Unaudited Pro Forma Condensed Combined Financial Data, Capitalization, Selected Historical Combined Financial Data, Unaudited Pro Forma Condensed Combined Financial Data and Management's Discussion and Analysis of Financial Condition and Results of Operations of the Information Statement. Those sections are incorporated herein by reference.

**Item 3. Properties**

The information required by this item is contained under the section Business Facilities and Equipment of the Information Statement. That section is incorporated herein by reference.

**Item 4. Security Ownership of Certain Beneficial Owners and Management**

The information required by this item is contained under the section Security Ownership of Certain Beneficial Owners and Management of the Information Statement. That section is incorporated herein by reference.

**Item 5. Directors and Executive Officers**

The information required by this item is contained under the section Management of the Information Statement. That section is incorporated herein by reference.

**Item 6. Executive Compensation**

The information required by this item is contained under the section Compensation of Executive Officers of the Information Statement. That section is incorporated herein by reference.

**Item 7. Certain Relationships and Related Transactions, and Director Independence**

The information required by this item is contained under the sections Management and Certain Relationships and Related Party Transactions of the Information Statement. Those sections are incorporated herein by reference.

**Item 8. Legal Proceedings**

The information required by this item is contained under the section Business Legal Proceedings of the Information Statement. That section is incorporated herein by reference.

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**Item 9. Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters**

The information required by this item is contained under the sections Risk Factors, The Spin-Off, Dividend Policy, Compensation of Executive Officers and Description of Our Capital Stock of the Information Statement. Those sections are incorporated herein by reference.

**Item 10. Recent Sales of Unregistered Securities**

Not applicable.

**Item 11. Description of Registrant's Securities to be Registered**

The information required by this item is contained under the sections Risk Factors Risks Relating to Our Common Stock and the Securities Market, Dividend Policy and Description of Our Capital Stock of the Information Statement. Those sections are incorporated herein by reference.

**Item 12. Indemnification of Directors and Officers**

The information required by this item is contained under the sections Certain Relationships and Related Party Transactions Agreements with Tyco ADT Separation and Distribution Agreement Indemnification and Description of Our Capital Stock Limitation of Liability and Indemnification of the Information Statement. Those sections are incorporated herein by reference.

**Item 13. Financial Statements and Supplementary Data**

The information required by this item is contained under the sections Unaudited Pro Forma Condensed Combined Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations and Index to Financial Statements and the statements referenced therein of the Information Statement. Those sections are incorporated herein by reference.

**Item 14. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 15. Financial Statements and Exhibits**

**(a) Financial Statements**

The information required by this item is contained under the section Index to Financial Statements beginning on page F-1 of the Information Statement. That section is incorporated herein by reference.

**(b) Exhibits**

The following documents are filed as exhibits hereto:

| <b>Exhibit Number</b> | <b>Exhibit Description</b>  |
|-----------------------|---|
| 2.1**                 | Form of Separation and Distribution Agreement with respect to ADT Distribution, between Tyco International Ltd. and The ADT Corporation   |
| 2.2**                 | Separation and Distribution Agreement with respect to Tyco Flow Control Distribution, dated as of March 27, 2012, among Tyco International Ltd., Tyco Flow Control International Ltd. and The ADT Corporation |
| 2.3**                 | Amendment No. 1 to the Separation and Distribution Agreement, dated as of July 25, 2012, among Tyco International Ltd., Tyco Flow Control International Ltd. and The ADT Corporation                          |
| 3.1**                 | Form of Certificate of Incorporation of The ADT Corporation   |

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| <b>Exhibit Number</b> | <b>Exhibit Description</b>   |
|-----------------------|--|
| 3.2**                 | Form of By-Laws of The ADT Corporation   |
| 10.1**                | Form of Transition Services Agreement between Tyco International Ltd. and The ADT Corporation  |
| 10.2**                | Form of Transition Services Agreement between Tyco Integrated Security Canada, Inc. and ADT Security Services Canada, Inc.   |
| 10.3**                | Form of Tax Sharing Agreement between Tyco International Ltd., Tyco Flow Control International Ltd. and The ADT Corporation  |
| 10.4**                | Form of Non-Income Tax Agreement between Tyco International Ltd. and The ADT Corporation   |
| 10.5**                | Form of Patent Agreement between Tyco International Ltd. and The ADT Corporation   |
| 10.6**                | Form of Trademark Agreement among Tyco International Ltd., ADT Services GMBH, ADT US Holdings, Inc. and The ADT Corporation  |
| 10.7**                | Form of Monitoring Agreement between Tyco Integrated Security, Inc. and ADT LLC  |
| 10.8**                | Form of Monitoring Agreement between ADT Security Services Canada, Inc. and Tyco Integrated Security Canada, Inc.  |
| 10.9**                | Form of Guard Service Agreement between ADT Security Services Canada, Inc. and Intercon Security Limited   |
| 10.10**               | Form of Guard Service Agreement between ADT Holdings Inc. and Tyco Integrated Security LLC   |
| 10.11**               | Form of Master Supply Agreement between Tyco International Ltd. and The ADT Corporation  |
| 10.12**               | Form of Sublease Agreement   |
| 10.13**               | Form of Consulting Agreement between The ADT Corporation and Edward D. Breen   |
| 10.14**               | Indenture, dated as of July 5, 2012, between The ADT Corporation and Wells Fargo Bank, National Association  |
| 10.15**               | First Supplemental Indenture, dated as of July 5, 2012, among The ADT Corporation, Tyco International Ltd. and Wells Fargo Bank, National Association  |
| 10.16**               | Second Supplemental Indenture, dated as of July 5, 2012, among The ADT Corporation, Tyco International Ltd. and Wells Fargo Bank, National Association   |
| 10.17**               | Third Supplemental Indenture, dated as of July 5, 2012, among The ADT Corporation, Tyco International Ltd. and Wells Fargo Bank, National Association  |
| 10.18**               | Exchange and Registration Rights Agreement, dated as of July 5, 2012, among The ADT Corporation, Tyco International Ltd. and the purchasers identified therein   |
| 10.19**               | Five Year Senior Unsecured Revolving Credit Agreement, dated as of June 22, 2012, among The ADT Corporation, Tyco International Ltd., the lender parties thereto and Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as bookrunners and lead arrangers |
| 10.20**               | Form of The ADT Corporation 2012 Omnibus Stock and Incentive Plan  |
| 21.1**                | List of subsidiaries of The ADT Corporation  |
| 99.1                  | Preliminary Information Statement of The ADT Corporation, subject to completion, dated September 7, 2012.  |

\*\* Previously filed.

**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, thereunto duly authorized.

The ADT Corporation

By: /s/ NAREN GURSAHANEY  
Name: Naren Gursahaney  
Title: Chief Executive Officer

Dated: September 7, 2012

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**EXHIBIT INDEX**

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