

ASTROTECH Corp \WA\  
Form 8-A12B/A  
August 11, 2015

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

FORM 8-A/A

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

Astrotech Corporation  
(Exact name of registrant as specified in its charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Washington<br>(State or other jurisdiction<br>of incorporation) | 001-34426<br>(Commission File Number) | 91-1273737<br>(IRS Employer Identification No.) |
|---|---------------------------------------|---|

|  |                     |
|--|---------------------|
| 401 Congress Ave. Suite 1650 Austin, Texas<br>(Address of principal executive offices) | 78701<br>(Zip Code) |
|--|---------------------|

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

|   |   |
|---|---|
| Title of each class<br>to be so registered<br>Preferred Stock Purchase Rights | Name of each exchange on which each class is to be<br>registered<br>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.  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.  o

Securities Act registration statement file number to which this form relates: N/A.

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

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Item 1.

Description of Registrant's Securities to be Registered.

On August 5, 2015, Astrotech Corporation (the "Company") entered into an amendment (the "Amendment") to the Company's existing rights agreement between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent (the "Rights Agent"), dated July 29, 2009, as amended July 29, 2010, August 10, 2011, August 10, 2012, August 6, 2013 and June 9, 2014 (the "Rights Agreement") to extend the Expiration Date until which the Rights may be exercisable to August 10, 2016 and to decrease the Purchase Price for each one one-thousandth of a share of the Company's Series D Junior Participating Preferred Stock purchasable pursuant to the exercise of a Right as provided in the Rights Agreement from \$6.50 to \$3.06.

The Amendment is incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on August 11, 2015. The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of such exhibit. The June 9, 2014 amendment to the Rights Agreement is also incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 9, 2014.

Item 2.

Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 4.1         | Rights Agreement, dated as of July 29, 2009, between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Form 8-A, filed on July 31, 2009).   |
| 4.2         | Amendment One to Rights Agreement, dated as of July 29, 2010, between Astrotech Corporation and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on July 29, 2010).       |
| 4.3         | Amendment Two to Rights Agreement, dated as of August 10, 2011, between Astrotech Corporation and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on August 10, 2011).   |
| 4.4         | Amendment Three to Rights Agreement, dated as of August 10, 2012, between Astrotech Corporation and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on August 10, 2012). |
| 4.5         | Amendment Four to Rights Agreement, dated as of August 6, 2013, between Astrotech Corporation and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on August 12, 2013).   |
| 4.6         | Amendment Five to Rights Agreement, dated as of June 9, 2014, between Astrotech Corporation and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on June 9, 2014).        |
| 4.7         | Amendment Six to Rights Agreement, dated as of August 5, 2015, between Astrotech Corporation and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on August 11, 2015).    |



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 11, 2015

ASTROTECH CORPORATION.

By: /s/ Thomas B. Pickens III  
Thomas B. Pickens III  
Chairman of the Board and Chief  
Executive Officer

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## EXHIBIT INDEX

| Exhibit No. | Description  | Paper (P) or Electronic (E) |
|-------------|--|-----------------------------|
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