

CIBER INC  
Form 8-A12B/A  
May 19, 2015

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

Washington, D.C. 20549

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**FORM 8-A/A**  
(Amendment No. 3)

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

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**CIBER, INC.**

(Exact name of registrant as specified in its charter)

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

**38-2046833**  
(IRS Employer Identification No.)

**6363 South Fiddler s Green Circle**  
**Suite 1400**

**Greenwood Village, Colorado**  
(Address of principal executive offices)

**80111**  
(Zip Code)

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Title of each class  
to be so registered  
**Preferred Stock Purchase Rights**

Name of each exchange on which  
each class is to be registered  
**New York Stock Exchange**

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.  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), check the following box.  o

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.**

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**EXPLANATORY NOTE**

This Form 8-A/A is filed by CIBER, Inc. (the Company ) to reflect the expiration of the preferred share purchase rights (the Rights ) registered on the Form 8-A filed by the Company on September 14, 1998, as amended by Amendment No. 1 filed on April 11, 2003 and Amendment No. 2 filed on May 2, 2008.

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

On May 15, 2015, the Company entered into Amendment No. 1 (the Amendment ) to the First Amended and Restated Rights Agreement (the Rights Agreement ), dated as of May 2, 2008, between CIBER, Inc. and Wells Fargo Bank, National Association. The Amendment accelerates the expiration of the Rights from 5:00 p.m., Denver, Colorado time, on May 2, 2018 to 5:00 p.m., Denver, Colorado time, on May 18, 2015, and has the effect of terminating the Rights Agreement on that date. At the time of the termination of the Rights Agreement, all of the Rights distributed to holders of the Company's common stock pursuant to the Rights Agreement will expire.

The foregoing is a summary of the terms of the Amendment. The summary does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 4.2 and incorporated herein by reference.

**Item 2. Exhibits.**

- 4.1 First Amended and Restated Rights Agreement, dated as of May 2, 2008, between CIBER, Inc. and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.1 to CIBER, Inc.'s Current Report on Form 8-K filed on May 2, 2008)
- 4.2 Amendment No. 1 to the First Amended and Restated Rights Agreement, dated May 15, 2015 between CIBER, Inc. and Wells Fargo Bank, National Association, as Rights Agent (incorporated by reference to Exhibit 4.1 to CIBER, Inc.'s Current Report on Form 8-K filed on May 18, 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.

**CIBER, INC.**

Date: May 19, 2015

By: /s/ M. Sean Radcliffe  
Name: M. Sean Radcliffe  
Title: Senior Vice President, general Counsel, and Secretary

**EXHIBIT INDEX**

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