

PDL BIOPHARMA, INC.  
Form 8-A12G/A  
February 05, 2009

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

Washington, D.C. 20549

**FORM 8-A/A**

(Amendment No. 1)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**PDL BioPharma, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation

or organization)

**94-3023969**  
(I.R.S. Employer

Identification No.)

932 Southwood Boulevard

Incline Village, Nevada  
(Address of principal executive offices)

89451  
(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

each class is to be registered

None

None

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: Not Applicable

Securities to be registered pursuant to Section 12(g) of the Act: Preferred Stock Purchase Rights, no par value

EXPLANATORY NOTE

This Amendment No. 1 on Form 8-A/A amends the following items, exhibits and portions of the Registration Statement on Form 8-A dated September 6, 2006 ( Form 8-A ), filed by PDL BioPharma, Inc. (the Company or PDL or we ) with respect to the rights to purchase Series A Preferred Stock of the Company, as set forth in Form 8-A and the exhibits thereto.

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

Item 1 of Form 8-A is hereby amended to add the following paragraph as the last paragraph of Item 1:

On February 5, 2009, PDL entered into an amendment (the Amendment ) to the Rights Agreement. The Amendment accelerates the final expiration date of the Rights from August 25, 2016 to February 12, 2009. Accordingly, the Rights will expire and the Rights Agreement will terminate and be of no further force and effect as of the close of business on February 12, 2009. The foregoing summary of the Amendment is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 4.2 hereto and is incorporated herein by reference.

**Item 2. Exhibits.**

Item 2 of Form 8-A is hereby amended to add the following exhibit as the last exhibit of Item 2:

<b>Exhibit No.</b>	<b>Exhibit</b>
4.2	Amendment to the Rights Agreement dated as of February 5, 2009 between PDL BioPharma, Inc. and Mellon Investor Services, LLC, as Rights Agent.

**SIGNATURE**

Pursuant to the requirements 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.

Date: February 5, 2009

**PDL BioPharma, Inc.**

By: /s/ Christopher Stone  
Christopher Stone  
Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

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