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AGERE SYSTEMS INC  
Form 8-A12B  
May 02, 2002

FORM 8-A

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

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

SECURITIES EXCHANGE ACT OF 1934

AGERE SYSTEMS INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation or organization)

22-3746606  
(IRS Employer Identification Number)

555 Union Boulevard  
Allentown, Pennsylvania  
(Address of principal executive offices)

18109  
(Zip Code)

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

Title of each class to be so registered	Name of exchange on which each class is to be registered
Class B common stock, par value \$.01 per share, and related preferred share purchase rights.	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 upon filing pursuant to General Instruction A.(c), please 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), please 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:

None  
(Title of class)

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

A description of the registrant's Class B common stock, par value

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\$.01 per share, and related preferred share purchase rights are set forth under "Description of Common Stock" in the registrant's registration statement on Form S-1 (Reg. No. 333-81632), filed with the SEC on January 30, 2002, as amended, including any form of prospectus contained therein filed pursuant to Rule 424(b) under the Securities Act of 1933, which description is incorporated herein by reference.

Item 2. Exhibits.

1. Restated Certificate of Incorporation of the registrant (filed as Exhibit 4.1 to the registrant's registration statement on Form S-8 (Registration No. 333-58324)).
2. Amended and Restated By-laws of the registrant (filed as Exhibit 3.2 to the registrant's registration statement on Form S-1 (Registration No. 333-51594)).
3. Form of Specimen Certificate for the registrant's Class B common stock.
4. Rights Agreement between the registrant and The Bank of New York, as rights agent, dated as of March 26, 2001 (filed as Exhibit 4.2 to the registrant's registration statement on Form S-8 (Registration No. 333-58324)).
5. Form of Certificate of Designations of the registrant's Series A Junior Participating Preferred Stock (included as Exhibit A to Exhibit 4).
6. Form of Right Certificate (included as Exhibit B to Exhibit 4).

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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, thereto duly authorized.

AGERE SYSTEMS INC.  
(Registrant)

By /s/ Jean F. Rankin

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Name: Jean F. Rankin  
Title: Senior Vice President,  
General Counsel and Secretary

Dated: May 1, 2002