

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C.

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(2-22922)

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T. Gardner May 2010

FORM 8-A

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

MEMOREX CORPORATION

(Exact name of registrant as specified in charter)

CALIFORNIA

(State of incorporation or organization)

941504607

(IRS tax number)

1180 SHULMAN AVENUE, SANTA CLARA, CALIFORNIA

(Address of principal executive offices)

95052

(Zip Code)

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

COMMON STOCK (PAR VALUE \$1 PER SHARE)

(Title of class)

SECURITIES AND EXCHANGE COMMISSION
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Item 1. Capital Stock to be Registered.

Common Stock (Par Value \$1 per share). (This security is the subject of a registration statement filed with the Securities and Exchange Commission, file 2-22922, pursuant to the Securities Act of 1933, which registration statement became effective by order of the Securities Exchange Commission on March 3, 1965.)

(a) Outline briefly:

(1) Dividend rights: The holders of the outstanding Common Stock are entitled to receive such dividends as may be declared by the Board of Directors out of any funds of the Company legally available therefor. The Company has not paid or declared any dividends since its organization. It is the Company's policy to retain earnings, since capital requirements are expected to be significant as its business continues to expand.

(2) Voting rights: Each holder of outstanding Common Stock is entitled to one vote for each share held, and has cumulative voting rights in electing directors.

(3) Liquidation rights: In the event of any liquidation, dissolution or winding up of the Company, the holders of the Common Stock are entitled to share equally and ratably in the balance, if any, remaining after payment of all debts and liabilities.

(4) Pre-emptive rights: The Common Stock carries no pre-emptive rights or any other rights to subscribe to additional shares.

(5) Conversion rights: The Common Stock carries no conversion rights.

(6) Redemption provisions: The Common Stock is not redeemable.

(7) Sinking fund provisions: None.

(8) Liability to further calls or to assessment by the registrant: In the opinion of Counsel for the Company, the shares of Common Stock being registered hereby are full paid and nonassessable.

(b) The rights of holders of such stock may not be modified otherwise than by a vote of a majority or more of the shares outstanding, voting as a class.

(c) There are no restrictions on the repurchase or redemption of shares by the registrant while there is any arrearage in the payment of dividends or sinking fund installments; however, the registrant has outstanding a loan agreement with the Bank of America National Trust and Savings Association for a 5 3/4% unsecured note of \$750,000 payable in variable installments to March 31,

1967, which agreement provides, among other things, certain restrictions with respect to the retirement of Common Stock, sale of assets, creation of liens on assets, leasing of properties, and mergers. Under the terms of the loan agreement, the Company has agreed (1) to maintain minimum working capital of at least \$500,000 until June 30, 1965, \$750,000 between June 30, 1965, and June 30, 1966, and \$1,000,000 thereafter, and (2) maintain stockholders' interest of at least \$1,800,000.

Item 2. Debt Securities to be Registered - None.

Item 3. Other Securities to be Registered - None.

Item 4. Exhibits.

Exhibits listed below are filed as part of this document:

(1) Registration Statement filed pursuant to The Securities Act of 1933, file 2-22922, made effective by order of the Securities and Exchange Commission on March 3, 1965, is hereby made an exhibit by incorporation by reference. This exhibit contains:

(a) Specimen of the security to be registered hereunder as its Exhibit 4:

(b) Articles of Incorporation of .registrant as its Exhibit 3-A;

(c) By-Laws of registrant as its Exhibit 3-B:

(d) 5 3/4% Unsecured Loan Agreement with the Bank of America National Trust and Savings Association as its Exhibit 4C.2.

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.

Dated: November 15, 1965.

MEMOREX CORPORATION

Registrant

By

Laurence L. Spitters, President

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