

A. H. Belo CORP
Form 10-12B/A
January 18, 2008

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 3

TO

FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES

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

THE SECURITIES EXCHANGE ACT OF 1934

A. H. BELO CORPORATION

(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction of

Incorporation or Organization)

P.O. Box 224866

Dallas, Texas
(Address of Principal Executive Offices)

38-3765318
(I.R.S. Employer

Identification No.)

75222-4866
(Zip Code)

(214) 977-8200

(Registrant's Telephone Number, Including Area Code)

Russell F. Coleman

A. H. Belo Corporation

P.O. Box 224866, Dallas, Texas 75222-4866

Edgar Filing: A. H. Belo CORP - Form 10-12B/A

(214) 977-8200

(Name, Address, Including Zip Code, and Telephone Number,

Including Area Code, of Agent for Service)

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

TITLE OF EACH CLASS

TO BE SO REGISTERED

Series A Common Stock, par value \$.01 per share
Preferred Share Purchase Rights

**NAME OF EACH EXCHANGE ON WHICH
EACH CLASS IS TO BE REGISTERED**

New York Stock Exchange
New York Stock Exchange

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

TITLE OF EACH CLASS

TO BE SO REGISTERED

Series B Common Stock, par value \$.01 per share

EXPLANATORY NOTE

THIS REGISTRATION STATEMENT HAS BEEN PREPARED ON A PROSPECTIVE BASIS ON THE ASSUMPTION THAT, AMONG OTHER THINGS, THE DISTRIBUTION (AS DEFINED IN THE INFORMATION STATEMENT WHICH IS A PART OF THIS REGISTRATION STATEMENT) AND THE RELATED TRANSACTIONS CONTEMPLATED TO OCCUR PRIOR TO OR CONTEMPORANEOUSLY WITH THE DISTRIBUTION WILL BE CONSUMMATED AS CONTEMPLATED BY THE INFORMATION STATEMENT. THERE CAN BE NO ASSURANCE, HOWEVER, THAT ANY OR ALL OF SUCH TRANSACTIONS WILL OCCUR OR WILL OCCUR AS SO CONTEMPLATED. ANY SIGNIFICANT MODIFICATIONS TO OR VARIATIONS IN THE TRANSACTIONS CONTEMPLATED WILL BE REFLECTED IN AN AMENDMENT OR SUPPLEMENT TO THIS REGISTRATION STATEMENT.

CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT AND ITEMS OF FORM 10

This registration statement on Form 10 incorporates by reference information contained in the information statement filed as exhibit 99.1 hereto. The cross-reference table below identifies where the items required by Form 10 can be found in the information statement.

ITEM NO.	ITEM CAPTION	LOCATION IN INFORMATION STATEMENT
1	Business	SUMMARY; MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS; and BUSINESS.
1A	Risk Factors	RISK FACTORS.
2	Financial Information	SUMMARY; FINANCING ARRANGEMENTS; UNAUDITED PRO FORMA FINANCIAL STATEMENTS; SELECTED FINANCIAL DATA; and MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.
3	Properties	BUSINESS PROPERTIES.
4	Security Ownership of Certain Beneficial Owners and Management	PRINCIPAL SHAREHOLDERS; EXECUTIVE COMPENSATION TERMINATION OF EMPLOYMENT AND CHANGE IN CONTROL ARRANGEMENTS; and CERTAIN ANTI-TAKEOVER PROVISIONS CHANGE IN CONTROL SEVERANCE PLAN.
5	Directors and Executive Officers	MANAGEMENT.
6	Executive Compensation	MANAGEMENT; EXECUTIVE COMPENSATION; and DIRECTOR COMPENSATION.
7	Certain Relationships and Related Transactions, and Director Independence	SUMMARY; RELATIONSHIPS BETWEEN BELO AND A. H. BELO FOLLOWING THE DISTRIBUTION; MANAGEMENT; and CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.
8	Legal Proceedings	BUSINESS LEGAL PROCEEDINGS.
9	Market Price of and Dividends on the Registrant's Common Equity and Related Stockholder Matters	SUMMARY; THE DISTRIBUTION LISTING AND TRADING OF SHARES OF A. H. BELO COMMON STOCK; DIVIDEND POLICY; and DESCRIPTION OF CAPITAL STOCK CONVERSION OF SERIES B COMMON STOCK AT THE ELECTION OF A HOLDER.
10	Recent Sales of Unregistered Securities	DESCRIPTION OF CAPITAL STOCK SALES OF UNREGISTERED SECURITIES.
11	Description of Registrant's Securities to be Registered	DESCRIPTION OF CAPITAL STOCK; and CERTAIN ANTI-TAKEOVER PROVISIONS.

ITEM NO.	ITEM CAPTION	LOCATION IN INFORMATION STATEMENT
12	Indemnification of Directors and Officers	CERTAIN ANTI-TAKEOVER PROVISIONS LIMITATION OF LIABILITY OF DIRECTORS; and INDEMNIFICATION OF OFFICERS, DIRECTORS, AND EMPLOYEES.
13	Financial Statements and Supplementary Data	SUMMARY; UNAUDITED PRO FORMA FINANCIAL STATEMENTS; SELECTED FINANCIAL DATA; MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS; and INDEX TO FINANCIAL STATEMENTS.
14	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	NOT APPLICABLE.

ITEM 15. Financial Statements and Exhibits

(a) Financial Statements.

The information required by this item is contained under the section Index to Financial Statements beginning on page F-1 of the information statement. That section is incorporated herein by reference.

(b) Exhibits. The following documents are filed as exhibits hereto:

EXHIBIT

NUMBER

- | | |
|------|---|
| 2.1 | Form of Separation and Distribution Agreement. |
| 3.1 | Form of Amended and Restated Certificate of Incorporation of A. H. Belo Corporation. |
| 3.2 | Form of Certificate of Designation of Series A Junior Participating Preferred Stock. |
| 3.3 | Form of Amended and Restated Bylaws of A. H. Belo Corporation. |
| 4.1 | Certain rights of the holders of A. H. Belo Corporation's common stock are set forth in Exhibits 3.1-3.3 above. |
| 4.2 | Form of certificate representing Series A common stock of A. H. Belo Corporation. |
| 4.3 | Form of certificate representing Series B common stock of A. H. Belo Corporation. |
| 4.4 | Form of Rights Agreement. |
| 10.1 | Form of Tax Matters Agreement. |
| 10.2 | Form of Services Agreement. |
| 10.3 | Form of Separation and Distribution Agreement (see Exhibit 2.1). |
| 10.4 | Form of Employee Matters Agreement. |
| 10.5 | Form of A. H. Belo Corporation 2008 Incentive Compensation Plan. |
| 10.6 | Form of A. H. Belo Corporation Savings Plan. |
| 10.7 | Form of A. H. Belo Corporation Change in Control Severance Plan. |
| 21.1 | List of Subsidiaries. |
| 99.1 | Information Statement. |

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 3 to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

A. H. BELO CORPORATION

Date: January 18, 2008

By: /s/ ROBERT W. DECHERD
Name: **Robert W. Decherd**
Title: **Chairman of the Board, President and
Chief Executive Officer**

EXHIBIT INDEX

EXHIBIT

NUMBER

2.1	Form of Separation and Distribution Agreement.
3.1	Form of Amended and Restated Certificate of Incorporation of A. H. Belo Corporation.
3.2	Form of Certificate of Designation of Series A Junior Participating Preferred Stock.
3.3	Form of Amended and Restated Bylaws of A. H. Belo Corporation.
4.1	Certain rights of the holders of A. H. Belo Corporation's common stock are set forth in Exhibits 3.1-3.3 above.
4.2	Form of certificate representing Series A common stock of A. H. Belo Corporation.
4.3	Form of certificate representing Series B common stock of A. H. Belo Corporation.
4.4	Form of Rights Agreement.
10.1	Form of Tax Matters Agreement.
10.2	Form of Services Agreement.
10.3	Form of Separation and Distribution Agreement (see Exhibit 2.1).
10.4	Form of Employee Matters Agreement.
10.5	Form of A. H. Belo Corporation 2008 Incentive Compensation Plan.
10.6	Form of A. H. Belo Corporation Savings Plan.
10.7	Form of A. H. Belo Corporation Change in Control Severance Plan.
21.1	List of Subsidiaries.
99.1	Information Statement.