

ASTROTECH Corp \WA\
Form 8-A12B/A
August 10, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-A/A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934
Astrotech Corporation
(Exact name of registrant as specified in its charter)**

Washington
(State of Incorporation)

91-1273737
(IRS Employer Identification No.)

401 Congress Ave., Suite 1650, Austin, Texas

78701

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

Title of each class
to be so registered

Preferred Stock Purchase Rights

Name of each exchange on which
each class is to be registered

The NASDAQ Stock Market LLC

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),
please check the following box.

Securities Act registration statement file number to which this form relates: N/A.

Securities to be registered pursuant to Section 12(g) of the Act: None.

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.

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

Astrotech Corporation (the "Company") has entered into an amendment (the "Amendment") to the Company's existing Rights Agreement dated July 29, 2009, as amended July 29, 2010, to extend the Expiration Date on which the Rights may be exercisable to August 10, 2012.

The Amendment is attached hereto as Exhibit 4.3 and is incorporated herein by reference. The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of such exhibit.

Item 2. Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 4.1 | Rights Agreement, dated as of July 29, 2009, between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Form 8-A, filed on July 31, 2009). |
| 4.2 | Amendment One to Rights Agreement, dated as of July 29, 2010, between Astrotech Corporation and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on July 29, 2010). |
| 4.3 | Amendment Two to Rights Agreement, dated as of August 10, 2011, between Astrotech Corporation and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on August 10, 2011). |

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.

ASTROTECH CORPORATION.

Date: August 10, 2011

By: /s/ Thomas B. Pickens III

Thomas B. Pickens III

Chairman of the Board and Chief

Executive Officer

EXHIBIT INDEX

| Exhibit No. | Description | Paper (P) or Electronic (E) |
|--------------------|--|------------------------------------|
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