

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 12(G) OF THE
SECURITIES EXCHANGE ACT OF 1934

SNAP-ON INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation
or organization)

39-0622040
(I.R.S. Employer
Identification No.)

2801 80th Street, Kenosha, Wisconsin 53141-1410
(Address of principal executive offices) (zip code)

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1) please check the following box. ☐

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A(c)(2) please check the following box. ☐

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

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
Rights to Acquire Series A Junior Preferred Stock	New York Stock Exchange

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

None
(Title of class)

Item 1. Description of Securities to be Registered

Effective as of June 28, 1996, the Rights Agreement was amended (the "Amendment").

In connection with the 3-for-2 split of the outstanding common stock of the Company, par value \$1.00 per share (the "Common Stock"), the Amendment provides a mechanism for adjusting the number of Rights associated with each share of share of Common Stock in the event of, among other things, a stock split.

A copy of the Amendment is attached hereto as Exhibit 1.1 and is incorporated herein by reference. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment. Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Registration Statement on Form 8-A to which this amendment relates.

Item 2. Exhibits

1.1 Amendment No. 3 to the Rights Agreement

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

SNAP-ON INCORPORATED
(Registrant)

Date: June 28, 1996

By: /s/ Susan F. Marrinan
Name: Susan F. Marrinan
Title: Vice President, Secretary and
General Counsel

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AMENDMENT NO. 3 TO THE RIGHTS AGREEMENT

AMENDMENT NO. 3, dated as of June 28, 1996 (this "Amendment"), to the Rights Agreement, dated as of October 23, 1987, as amended (the "Rights Agreement"), between Snap-on Tools Corporation, n/k/a Snap-on Incorporated, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, a state bank organized under the laws of the State of Illinois, as rights agent (the "Rights Agent").

WHEREAS, the Company and the Rights Agent entered into the Rights Agreement specifying the terms of the Rights (as defined therein); and

WHEREAS, the Company and the Rights Agent desire to amend the Rights Agreement in accordance with Section 26 of the Rights Agreement.

NOW, THEREFORE, in consideration of the premises and mutual agreements set forth in the Rights Agreement and this Amendment, the parties hereby agree as follows:

1. Section 13 of the Rights Agreement is amended by inserting the following at the end of said Section:

"(p) Anything in this Agreement to the contrary notwithstanding, in the event that the Company shall at any time prior to the Separation Date (i) declare a dividend on the outstanding shares of Common Stock payable in shares of Common Stock, (ii) subdivide the outstanding shares of Common Stock, or (iii) combine the outstanding shares of Common Stock into a smaller number of shares, the number of Rights associated with each share of Common Stock then outstanding, or issued or delivered thereafter but prior to the Separation Date, shall be proportionately adjusted so that the number of Rights thereafter associated with each share of Common Stock following any such event shall equal the result obtained by multiplying the number of Rights associated with each share of Common Stock immediately prior to such event by a fraction the numerator of which shall be the total number of shares of Common Stock outstanding immediately prior to the occurrence of the event and the denominator of which shall be the total number of shares of Common Stock outstanding immediately following the occurrence of such event."

2. The term "Agreement" as used in the Rights Agreement shall be deemed to refer to the Rights Agreement as amended hereby.

3. This Amendment shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts made and to be performed entirely within such state.

4. This Amendment shall be effective as of the date hereof and, except as set forth herein, the Rights Agreement shall remain in full force and effect and shall be otherwise unaffected hereby.

5. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and their respective corporate seals to be hereunto affixed, all as of the day and year first above written.

SNAP-ON INCORPORATED

By: /s/ Robert A. Cornog
Name: Robert A. Cornog
Title: Chairman, President and Chief
Executive Officer

HARRIS TRUST AND SAVINGS BANK

By: /s/ James S. Anderson
Name: James S. Anderson
Title: Vice President