

TESSCO TECHNOLOGIES INC  
Form 8-A12B/A  
April 26, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A/A**

Amendment No. 1

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

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**TESSCO Technologies Incorporated**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or  
organization)

**52-0729657**  
(IRS Employer  
Identification No.)

**11126 McCormick Road,**

**21031**

**Hunt Valley, Maryland**  
(Address of principal  
executive offices)

(Zip Code)

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

**Title of each class to be so registered**  
None

**Name of each exchange on which each class is to be registered**  
None

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), 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), check the following box:

Securities Act registration statement file number to which this form relates: 001-33938

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.**

On April 26, 2010, TESSCO Technologies Incorporated (the Company) entered into a First Amendment to the Rights Agreement (the Amendment) dated February 1, 2008, between the Company and Mellon Investor Services LLC (the Rights Agreement).

As a result of the Amendment, (i) the rights to purchase Series A Junior Participating Preferred Stock of the Company (the Rights) pursuant to the Rights Agreement will expire at 5:00 p.m. (New York time) on April 26, 2010 (the Final Expiration Date) and there no longer will be a Right associated with each outstanding share of the Company's common stock after the Final Expiration Date, (ii) the Rights Agreement will expire on the Final Expiration Date, and (iii) no person will have any rights pursuant to the Rights Agreement.

The foregoing summary of the Amendment is not complete and is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 4.2 hereto and is incorporated herein by reference. The foregoing is also qualified in its entirety by reference to the descriptions and full text of the Rights Agreement attached as Exhibit 1 to the Company's Registration Statement on Form 8-A filed on February 1, 2008, which is incorporated herein by reference.

**Item 2. Exhibits.**

<b>Exhibit No.</b>	<b>Description of Exhibits</b>
4.1	Rights Agreement, dated as of February 1, 2008, between the Company and Mellon Investor Services, LLC, as rights agent (which includes the Form of Rights Certificate as Exhibit B) (incorporated by reference to the Company's Registration Statement on Form 8-A, filed with the Securities and Exchange Commission on February 1, 2008).
4.2	First Amendment to Rights Agreement, dated as of April 26, 2010, between the Company and Mellon Investor Services LLC, as rights agent.

**SIGNATURES**

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.

TESSCO Technologies Incorporated

By: /s/ David M. Young  
David M. Young  
Senior Vice President and Chief Financial Officer

Dated: April 26, 2010

**EXHIBIT INDEX**

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4.1	Rights Agreement, dated as of February 1, 2008, between the Company and Mellon Investor Services, LLC, as rights agent (which includes the Form of Rights Certificate as Exhibit B) (incorporated by reference to the Company's Registration Statement on Form 8-A, filed with the Securities and Exchange Commission on February 1, 2008).
4.2	First Amendment to Rights Agreement, dated as of April 26, 2010, between the Company and Mellon Investor Services LLC, as rights agent.