

CHOLESTECH CORPORATION
Form 8-A12G/A
January 25, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A/A

(Amendment No. 2)

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

CHOLESTECH CORPORATION

(Exact name of registrant as specified in its charter)

California

(State of incorporation or organization)

94-3065493

(IRS Employer Identification No.)

**3347 Investment Boulevard, Hayward,
California**

(Address of principal executive offices)

94545

(Zip Code)

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**

Preferred Share Purchase Rights

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), 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 (if applicable): Not applicable.

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

PREFERRED SHARE PURCHASE RIGHTS

(Title of Class)

Item 1. Description of Securities to be Registered

Item 1 is hereby amended by adding the following paragraphs:

On January 19, 2007, Cholestech Corporation (the Company) and Computershare Investor Services, LLC, as rights agent (the Rights Agent) entered into an Amendment (the Amendment) to the Amended and Restated Preferred Share Rights Agreement dated as of January 1, 2005 (the Rights Agreement), amending the Rights Agreement.

The Amendment to the Rights Agreement (i) extends the term of the Rights Agreement such that final expiration date of the Rights Agreement is January 22, 2017, (ii) amends the exercise price of a right to purchase one-one thousandth of a share of its Series A Participating Preferred Stock to \$95.00 per one-one thousandth of a share, and (iii) makes conforming changes related to the amendment to the exercise price and certain other clarifying changes..

The foregoing description of the Amendment is a general description only and is qualified in its entirety by reference to the Rights Agreement and Amendment. Copies of the Rights Agreement and Amendment are attached as Exhibits 4.1 and 4.2, respectively, hereto and are incorporated herein by reference. The summary of the principal terms of the Rights Agreement is otherwise unchanged from that set forth in the Company s Form 8-A filed with the Securities and Exchange Commission on January 27, 1997 and the Company s Form 8-A/A filed with the Securities and Exchange Commission on January 5, 2005, and are incorporated herein by reference.

Item 2. Exhibits

4.1 Amended and Restated Preferred Share Rights Agreement dated as of January 1, 2005 between Cholestech Corporation and Computershare Investor Services, LLC, including the form of Certificate of Determination, the form of Rights Certificate and the Summary of Rights attached thereto as Exhibits A, B and C, respectively.(1)

4.2 Amendment to the Amended and Restated Preferred Share Rights Agreement dated as of January 19, 2007 between Cholestech Corporation and Computershare Investor Services, LLC.

(1) Incorporated by reference to the Registrant s Current Report on Form 8-K filed with the Securities and Exchange Commission on January 5, 2005.

SIGNATURE

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.

CHOLESTECH CORPORATION

By:

/s/ John F. Glenn
John F. Glenn
Vice President of Finance, Chief Financial
Officer, Treasurer and Secretary

Dated: January 25, 2007

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