

Edgar Filing: 21ST CENTURY HOLDING CO - Form 8-A12G

21ST CENTURY HOLDING CO
Form 8-A12G
November 04, 2003

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

21st Century Holding Company

(Exact name of registrant as specified in its charter)

Florida

(State of incorporation
or organization)

65-0248866

(I.R.S. Employer
Identification No.)

4161 N.W. 5th Street
Plantation, Florida

(Address of principal executive offices)

33317

(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

None

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. [X]

Securities Act registration statement file number to which this form
relates: 333-109313.

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

Redeemable Warrants to purchase Common Stock

(Title of Class)

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

21st Century Holding Company (the "Company") has issued redeemable warrants (the "Warrants") to purchase one-half of one share of the Company's common stock, par value \$0.01 per share (the "Common Stock"). The exercise price of the Warrants is \$19.1153 per whole share, which is 115% of the weighted-average volume price of the Company's common stock on Nasdaq as reported by Bloomberg Financial Markets ("Bloomberg") for the 60 consecutive trading days following July 31, 2003. The total number of shares of the Company's Common Stock issuable upon exercise of the Warrants equals 408,050.

The Warrants may be exercised, in whole or in part, until July 31, 2006. After the expiration date, Warrant holders shall have no further rights.

The Company may redeem some or all of the outstanding Warrants beginning on July 31, 2004 for \$0.01 per Warrant at any time on 30 days' prior written notice if the closing bid price of the Company's common stock is 150% of the exercise price for 20 consecutive trading days.

The exercise price will be increased or decreased, as the case may be, if the Company subdivides or combines its outstanding shares of common stock (or other securities at the time receivable upon the exercise of the Warrants) by recapitalization, reclassification or split-up; or if the Company declares a stock dividend or distributes shares of common stock to its shareholders. The exercise price will also be adjusted in the event the Company issues shares of common stock at a price per share less than the exercise price, subject to certain exceptions.

Item 2.	Exhibit	Description
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	4.1	Form of Redeemable Warrant dated July 31, 2003(1)
	4.2	Unit Purchase Agreement dated July 31, 2003 between the Company and the purchasers of the 6% Senior Subordinated Notes due July 31, 2006(2)
	4.3	Amendment to Unit Purchase Agreement and Registration Rights Agreement by and among the Company and the purchasers of the 6% Senior Subordinated Notes due July 31, 2006(3)

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- (1) Incorporated by reference from Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003.
- (2) Incorporated by reference from Exhibit 4.5 to the Company's Registration Statement on Form S-3 (File No. 333-109313).
- (3) Incorporated by reference from Exhibit 4.7 to the Company's Amendment No. 1 to Registration Statement on Form S-1 on Form S-3 (File No. 333-108739).

SIGNATURES

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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.

Dated: November 4, 2003

21st Century Holding Company

By: /s/ Richard A. Widdicombe

Richard A. Widdicombe,
Chief Executive Officer