

CEC ENTERTAINMENT INC  
Form 8-A12B/A  
October 14, 2008

As filed with the Securities and Exchange Commission on October 14, 2008.

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-A/A**

(Amendment No. 1)

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

**CEC ENTERTAINMENT, INC.**

(Exact name of registrant as specified in its charter)

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**Kansas**  
(State of Incorporation

**48-0905805**  
(I.R.S. Employer

or Organization)

Identification Number)

**4441 West Airport Freeway**  
**Irving, Texas**  
(Address of Principal Executive Offices)

**75062**  
(Zip Code)

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

Title of Each Class

Name of Each Exchange on Which

to be so Registered

Each Class is to be Registered

**Common Stock, \$.10 par value**

**New York Stock Exchange**

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.

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.

Securities Act registration statement file number to which this form relates: \_\_\_\_\_

(If applicable)

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

**Not Applicable**

(Title of Class)

### EXPLANATORY NOTE

This Registration Statement on Form 8-A/A amends and restates in its entirety the Form 8-A relating to the common stock of CEC Entertainment, Inc. (the Company ) filed by the Company on June 25, 1998.

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

The description set forth below does not purport to be complete and is qualified in its entirety by reference to the Restated Articles of Incorporation (the Articles of Incorporation ) and the Amended and Restated Bylaws (the Bylaws ) of the Company.

#### **General**

The authorized capital stock of the Company consists of 100,000,000 shares of Common Stock, par value \$0.10 per share (the Common Stock ), and 500,000 shares of Class B Preferred Stock, par value \$100.00 per share (the Class B Preferred Stock ). As of October 1, 2008, there were 22,697,853 shares of Common Stock outstanding and there were no shares of Class B Preferred Stock outstanding. As of October 1, 2008, 3,458,923 shares of Common Stock were reserved and available for issuance under the Company's restricted stock and stock option plans.

#### **Common Stock**

The rights of the holders of the Common Stock discussed below are subject to such rights as the Board of Directors may hereafter confer on holders of Class B Preferred Stock that the Board of Directors may determine to authorize and issue in the future. Rights that may be conferred on holders of Class B Preferred Stock issued under the Articles of Incorporation may adversely affect the rights of holders of the Common Stock.

*Dividends.* Subject to the rights of holders of Class B Preferred Stock, if any, the holders of outstanding shares of Common Stock are entitled to receive dividends out of assets legally available therefor, at such times and in such amounts as the Board of Directors may from time to time determine.

*Voting.* The holders of shares of Common Stock each have one vote for each share so held. With respect only to the election of directors, under applicable Kansas law, a holder of Common Stock is entitled to cumulate his votes for any candidate and to spread his votes, so cumulated, among as many candidates per election and in such manner as he may see fit. The Articles of Incorporation further provide that the Company shall not authorize or issue any class or series of nonvoting equity securities.

*Other Rights.* The shares of Common Stock are neither redeemable nor convertible, and the holders thereof have no preemptive or subscription rights to purchase any securities of the Company. Upon liquidation, dissolution or winding up of the Company, the holders of Common Stock are entitled to receive, pro rata, the assets of the Company that are legally available for distribution, after payment of all debts and other liabilities and subject to the prior rights of any holders of any Class B Preferred Stock then outstanding.

*Provisions Affecting a Potential Change in Control.* The following provisions of the Articles of Incorporation and Bylaws may have the effect of delaying or inhibiting any attempts to take control of the Company: (i) the classification of directors of the Company and provisions in the Articles of Incorporation and Bylaws that protect the classification provisions from

amendment, (ii) the authorized Class B Preferred Stock with respect to which the Board of Directors retains the power to issue and to determine voting rights and (iii) the unissued and unreserved shares of capital stock that may be issued.

The unissued and unreserved shares of capital stock may be issued for a variety of proper corporate purposes, including future private or public offerings to raise additional capital or facilitate acquisitions. One of the effects of the existence of such unissued and unreserved shares may be to enable the Company's Board of Directors to discourage an attempt to change control of the Company and thereby to protect the continuity of the Company's management.

**Transfer Agent and Registrar**

The transfer agent and registrar for the Common Stock is Computershare Investor Services.

**Item 2. Exhibits.**

The following exhibits are filed herewith and made a part hereof.

- 3.1 Restated Articles of Incorporation of the Company dated as of October 14, 2008 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-13687) as filed with the Securities and Exchange Commission (the Commission ) on October 14, 2008)
  
- 3.2 Amended and Restated Bylaws of the Company amended effective as of October 14, 2008 (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-13687) as filed with the Commission on October 14, 2008)
  
- 4.1 Specimen Stock Certificate for the Common Stock of the Company (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8 (File No. 333-152992) as filed with the Commission on August 13, 2008)

**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, thereto duly authorized.

CEC ENTERTAINMENT, INC.

Date: October 14, 2008

By: /s/ Christopher D. Morris  
Christopher D. Morris  
Executive Vice President  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Document</b>
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