

**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**

**Graco Inc.**

(Exact name of registrant as specified in its charter)

Minnesota

(State of incorporation or organization)

41-0285640

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

88-11<sup>th</sup> Avenue Northeast  
Minneapolis, Minnesota

(Address of principal executive offices)

55413

(Zip Code)

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

Title of each class to be so registered

**Preferred Share  
Purchase Rights**

Name of each exchange on which  
each class is to be registered

**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), 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: N/A (if applicable).

Securities to be registered pursuant to Section 12(g) of the Act: None.

Graco Inc. (the “Company”) amends and supplements Items 1 and 2 of its Registration Statement on Form 8-A (File No. 001-09249) filed with the Securities and Exchange Commission on February 16, 2010 (the “Original Registration Statement”).

**Item 1. Description of Securities to be Registered**

The Company hereby amends and supplements Item 1 of the Original Registration Statement to reflect the following developments with respect to its preferred share purchase rights (the “Rights”):

On February 15, 2013, the Company entered into an amendment (the “Amendment”) to the Rights Agreement, dated as of February 12, 2010, between the Company and Wells Fargo Bank, N.A., as Rights Agent (the “Rights Agreement”).

The Amendment changes the final expiration date of the Rights Agreement from March 29, 2020 to February 15, 2013. Accordingly, the Rights granted under the Rights Agreement will expire at the close of business on February 15, 2013, and the Rights Agreement will be terminated and will be of no further force and effect.

The foregoing summary of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is filed with this Amendment No. 1 to the Original Registration Statement as Exhibit 4.2, and to the full text of the Rights Agreement prior to the Amendment, which was filed as Exhibit 1 to the Original Registration Statement, each of which is incorporated herein by reference.

**Item 2. Exhibits**

The Company hereby amends and restates Item 2 of the Original Registration Statement, in its entirety, as follows:

- 4.1 Rights Agreement, dated as of February 12, 2010, between the Company and Wells Fargo Bank, N.A., as Rights Agent. (Incorporated by reference to Exhibit 1 to the Company’s Registration Statement on Form 8-A filed on February 16, 2010.)
- 4.2 Amendment to Rights Agreement, dated as of February 15, 2013, between the Company and Wells Fargo Bank, N.A., as Rights Agent.

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**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.

GRACO INC.

Date: February 15, 2013

By: /s/ Karen Park Gallivan

Karen Park Gallivan

Vice President, General Counsel and Secretary

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## EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>	<u>Method of Filing</u>
4.1	Rights Agreement, dated as of February 12, 2010, between the Company and Wells Fargo Bank, N.A., as Rights Agent.	Incorporated by Reference
4.2	Amendment to Rights Agreement, dated as of February 15, 2013, between the Company and Wells Fargo Bank, N.A, as Rights Agent.	Filed Electronically

**AMENDMENT  
TO  
RIGHTS AGREEMENT**

This Amendment, dated as of February 15, 2013, is made between Graco Inc., a Minnesota corporation (the “Company”), and Wells Fargo Bank, N.A., as Rights Agent (the “Rights Agent”), and amends the Rights Agreement dated as of February 12, 2010 between the Company and the Rights Agent (the “Rights Agreement”).

**Recitals**

- A. Pursuant to Section 27 of the Rights Agreement, the Company may and the Rights Agent shall, if directed by the Company, from time to time supplement or amend the Rights Agreement in accordance with the provisions of that section.
- B. The Board of Directors of the Company desires to terminate the Rights Agreement by amending it to accelerate the Final Expiration Date set forth therein.
- C. Such an amendment is permitted under Section 27(a)(3) of the Rights Agreement.

**Amendment**

This Amendment amends the Rights Agreement as follows:

- 1. Capitalized terms that are not otherwise defined herein shall have the meanings ascribed to them in the Rights Agreement.
- 2. The definition of “Final Expiration Date” set forth in clause 1 of Section 7(a) of the Rights Agreement is hereby amended by restating such clause in its entirety to read as follows:
  - (1) the Close of Business on February 15, 2013 (the “Final Expiration Date”)
- 3. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original, but such counterparts shall together constitute the same instrument.
- 4. This Amendment shall be deemed to be a contract made under the laws of the State of Minnesota and for all purposes shall be governed by and construed in accordance with the laws of such state applicable to contracts to be made and performed entirely within such state.

[Signature Page Follows]

This Amendment has been duly executed by the Company and the Rights Agent as of the date first written above.

GRACO INC.

By: /s/ Patrick McHale  
Patrick McHale  
President and Chief Executive Officer

WELLS FARGO BANK, N.A.

By: /s/ Jennifer Leno  
Jennifer Leno  
Vice President