

HARMAN INTERNATIONAL INDUSTRIES INC /DE/

Form 8-A12B/A

April 27, 2007

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

**FORM 8-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  
HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED**

(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation or organization)

11-2534306  
(I.R.S. Employer Identification no.)

1101 Pennsylvania Avenue, N.W., Suite 1010,  
Washington, D.C.

20004

(Address of principal executive offices)

(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

Rights to Purchase Preferred Shares

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:

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(Title of class)

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

SIGNATURE

INDEX TO EXHIBITS

Amendment to the Rights Agreement

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

On April 26, 2007, Harman International Industries, Inc. (the Company) announced that it entered into an agreement to be acquired by affiliates of Kohlberg Kravis Roberts & Co. L.P. and GS Capital Partners (the Transaction). In connection with the Transaction, the Company's Board of Directors adopted and approved an amendment (the Amendment) to the Rights Agreement, dated as of December 13, 1999 (the Rights Agreement), by and between the Company and Mellon Investor Services LLC (formerly ChaseMellon Shareholder Services, L.L.C.), as Rights Agent, which made the provisions of the Rights Agreement inapplicable to the Transaction.

The foregoing summary of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Amendment attached as Exhibit 4.1, which is incorporated herein by reference.

**Item 2. Exhibits.**

Exhibit Number	Exhibit
4.1	Amendment No. 1, dated as of April 26, 2007, to the Rights Agreement, dated as of December 13, 1999, by and between the Company and Mellon Investor Services LLC (formerly ChaseMellon Shareholder Services, L.L.C.), 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.

HARMAN INTERNATIONAL  
INDUSTRIES, INCORPORATED

By: /s/ Sandra B. Robinson  
Sandra B. Robinson  
Vice President Financial Operations and  
Chief Accounting Officer

Date: April 27, 2007

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