

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

FORM 8-A

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

MUELLER INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE 25-0790410
(State of incorporation (I.R.S. Employer Identification No.)
or organization)

2959 North Rock Road, Wichita, Kansas 67226-1191
(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 Series A Junior Participating Preferred Stock | New York Stock Exchange, Inc. |

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

None
(Title of Class)

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

On November 10, 1994, the Board of Directors of Mueller Industries, Inc. (the "Company") declared a dividend distribution of one preferred share purchase right (a "Right") for each outstanding share of common stock, par value \$.01 per share ("Common Stock"), of the Company. The dividend is payable to the stockholders of record on November 21, 1994 (the "Record Date") and with respect to the Common Stock issued thereafter until the Distribution Date (as defined below) and, in certain circumstances, with respect to the Common Stock issued after the Distribution Date. Except as set forth below, each Right, when it becomes exercisable, entitles the registered holder to purchase from the Company a unit consisting of one one-thousandth (1/1000th) of a share (a "Unit") of Series A Junior Participating Preferred Stock, par value \$1.00 per share (the "Preferred Stock"), of the Company, at a purchase price of \$160 per Unit, subject to adjustment (the "Purchase Price"). The description and terms of the Rights are set forth in a Rights Agreement (the "Rights Agreement"), dated as of November 10, 1994, between the Company and

Continental Stock Transfer & Trust Company, as Rights Agent.

Initially, the Rights will be attached to all certificates representing shares of Common Stock then outstanding, and no separate Rights Certificates will be distributed. The Rights will separate from the Common Stock and a Distribution Date will occur upon the earlier of (i) ten days following a public announcement that a person or group of affiliated or associated persons (an "Acquiring Person") has acquired beneficial ownership of 15% or more of the outstanding shares of Common Stock (the "Stock Acquisition Date"), or (ii) ten business days (or such later date as may be determined by action of the Board of Directors, with the concurrence of a majority of the Continuing Directors (as defined below)) following the commencement of a tender offer or exchange offer that would result in a person or group beneficially owning 15% or more of such outstanding shares of Common Stock. "Continuing Directors" are (i) directors who are not an Acquiring Person, an associate or affiliate of an Acquiring Person or a representative or nominee of an Acquiring Person and who are directors of the Company on the date the Rights Plan is executed, and (ii) those who subsequently become directors who are not an Acquiring Person, if such person's nomination or election to the Board of Directors is recommended by a majority of the Continuing Directors.

Until the Distribution Date, (i) the Rights will be evidenced by the Common Stock certificates and will be transferred with and only with the Common Stock, (ii) new Common Stock certificates issued after the Record Date will contain a

notation incorporating the Rights Agreement by reference, and (iii) the surrender for transfer of any certificates for Common Stock outstanding will also constitute the transfer of the Rights associated with the Common Stock represented by such certificate.

The Rights are not exercisable until the Distribution Date and will expire at the close of business on November 10, 2004, unless earlier redeemed by the Company as described below.

As soon as practicable following the Distribution Date, separate certificates evidencing the Rights ("Rights Certificates") will be mailed to holders of record of the Common Stock as of the close of business on the Distribution Date and, thereafter, the separate Rights Certificates alone will represent the Rights. Except in certain circumstances specified in the Rights Agreement or as otherwise determined by the Board of Directors, only shares of Common Stock issued prior to the Distribution Date will be issued with Rights.

Each share of Preferred Stock will be entitled to a minimum preferential quarterly dividend payment of \$10 per share but will be entitled to an aggregate dividend of 1000 times the dividend declared per share of Common Stock. In the event of liquidation, the holders of the Preferred Stock will be entitled to a minimum preferential liquidation payment of \$1,000 per share but will be entitled to an aggregate payment (after certain payments to the holders of Common Stock) of 1000 times the payment made per share of Common Stock. Each share of Preferred Stock will have 1,000 votes, voting together with the Common Stock. In the event of any merger, consolidation or other transaction in which Common Stock is exchanged, each share of Preferred Stock will be entitled to receive 1000 times the amount received per share of Common Stock. The Preferred Stock may be redeemed at the option of the Company at any time, in whole or in part, at a redemption price equal to 1000 times the current per share market price of the Common Stock.

Because of the nature of the Preferred Stock's dividend, liquidation and voting rights, the value of the one one-thousandth interest in a share of Preferred Stock purchasable upon exercise of each Right should approximate the value of one share of Common Stock.

In the event that any person becomes an Acquiring Person (except pursuant

to an offer for all outstanding shares of Common Stock at a price and on terms which a majority of each of the Continuing Directors and independent directors determine to be fair to and otherwise in the best interests of the Company and its stockholders), the Rights will entitle each holder to

receive, upon exercise of the Right, the number of shares of Common Stock (or in certain circumstances, cash, property or other securities of the Company) having a value equal to two times the exercise price of the Right. However, Rights are not exercisable following the occurrence of any of the events set forth above until such time as the Rights are no longer redeemable by the Company as set forth below.

For example, at an exercise price of \$160 per Right, following an event set forth in the preceding paragraph, each Right not owned by an Acquiring Person (or by certain related parties) would entitle its holder to purchase \$320 worth of Common Stock (or other consideration, as noted above) for \$160. Assuming that the Common Stock had a per share value of \$32 at such time, the holder of each valid Right would be entitled to purchase ten (10) shares of Common Stock for \$160.

In the event that, at any time following the Stock Acquisition Date, (i) the Company is acquired in a merger or other business combination transaction in which the Company is not the surviving corporation or its Common Stock is changed or exchanged, or (ii) 50% or more of the Company's assets or earning power is sold or transferred, each holder of a Right (except Rights which previously have been voided as set forth below) shall thereafter have the right to receive, upon exercise, common stock of the acquiring company having a value equal to two times the exercise price of the Right. The events set forth in this paragraph and in the second preceding paragraph are referred to as the "Triggering Events."

Notwithstanding the foregoing, following the occurrence of a Triggering Event, any Rights that are or were at any time beneficially owned by an Acquiring Person (or any affiliate or associate of an Acquiring Person) will be null and void and nontransferable and any holder of any such Right (including any purported transferee or subsequent holder) will be unable to exercise or transfer any such Right.

The Purchase Price payable, and the number of Units of Preferred Stock or other securities or property issuable, upon exercise of the Rights are subject to adjustment from time to time to prevent dilution (i) in the event of a stock dividend on, or a subdivision, combination or reclassification of, the Preferred Stock, (ii) if holders of the Preferred Stock are granted certain rights or warrants to subscribe for Preferred Stock or convertible securities at less than the current market price of the Preferred Stock, or (iii) upon the distribution to holders of the Preferred Stock of evidences of indebtedness or assets (excluding regular quarterly cash dividends) or of

subscription rights or warrants (other than those referred to above).

With certain exceptions, no adjustment in the Purchase Price will be required until cumulative adjustments amount to at least 1% of the Purchase Price. No fractional Units will be issued and, in lieu thereof, an adjustment in cash will be made based on the market price of the Preferred Stock on the last trading date prior to the date of exercise.

Other than those provisions relating to the principal economic terms of the Rights, any of the provisions of the Rights Agreement may be amended by the Board of Directors of the Company prior to the Distribution Date. After the Distribution Date, the provisions of the Rights Agreement may be amended by the Board of Directors (with the concurrence of a majority of the Continuing Directors, if adopted following the Stock Acquisition Date) in order to cure any ambiguity, to make changes which do not adversely affect the interests of holders of Rights (other than an Acquiring Person or its associates or affiliates) or to shorten or lengthen any time period under the Rights Agreement; provided, however, that no amendment to adjust the time period governing redemption shall be made at such time as the Rights are not redeemable.

At any time until ten days (or such later date as determined by action of the Board of Directors with the concurrence of a majority of the Continuing Directors) following the Stock Acquisition Date, the Company may redeem the Rights in whole, but not in part, at a price of \$.01 per Right (the "Redemption Price"), payable in cash, Common Stock or any other form of consideration deemed appropriate by the Board of Directors. Immediately upon the action of the Board of Directors ordering redemption of the Rights, the Rights will terminate and the only right of the holders of Rights will be to receive the Redemption Price.

Until a Right is exercised, the holder thereof, as such, will have no rights as a stockholder of the Company, including, without limitation, the right to vote or to receive dividends. While the distribution of the Rights will not be taxable to stockholders or to the Company, stockholders may, depending upon the circumstances, recognize taxable income in the event that the Rights become exercisable for Common Stock (or other consideration) of the Company or for common stock of the acquiring company as set forth above.

Each share of Common Stock outstanding at the close of business on November 21, 1994 will receive one Right. As long as

the Rights are attached to the Common Stock, the Company will issue one Right for each new share of Common Stock so that all such shares will have attached Rights. 15,000 shares of Preferred Stock have been reserved for issuance upon exercise of the Rights.

The Rights have certain anti-takeover effects. The Rights will cause substantial dilution to a person or group that attempts to acquire the Company without conditioning the offer on a substantial number of Rights being acquired. The Rights should not interfere with any merger or other business combination approved by each of the Board of Directors and the Continuing Directors since the Board of Directors may (with the concurrence of the Continuing Directors), at its option, at any time until ten days (or such later date as may be determined by action of the Board of Directors with the

concurrence of a majority of the Continuing Directors) following the Stock Acquisition Date redeem all but not less than all the then outstanding Rights at the Redemption Price.

The Rights Agreement between the Company and the Rights Agent specifying the terms of the Rights, which includes as Exhibit B the Form of Rights Certificate, is attached hereto as Exhibit 1 and is incorporated herein by reference. The foregoing description of the Rights does not purport to be complete and is qualified in its entirety by reference to such Exhibits.

Item 2. Exhibits.

1. Rights Agreement, dated as of November 10, 1994, between Mueller Industries, Inc. and Continental Stock Transfer & Trust Company, as Rights Agent, which includes the Form of Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock of Mueller Industries, Inc., as Exhibit A, the Form of Rights Certificate, as Exhibit B, and the Summary of Rights to Purchase Preferred Stock, as Exhibit C.
2. Press Release issued November 11, 1994.

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.

MUELLER INDUSTRIES, INC.

Date: November 14, 1994

By: /s/ William H. Hensley
Name: William H. Hensley
Title: Vice President,
General Counsel
and Secretary

EXHIBIT INDEX

| Exhibit Number | Description | Page |
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FOR IMMEDIATE RELEASE
DATE: November 11, 1994

CONTACT: KENT A. MCKEE
(316) 636-6300

MUELLER INDUSTRIES, INC.
ADOPTS SHAREHOLDER RIGHTS PLAN
AND AMENDS ITS BYLAWS

Wichita, Kansas -- Mueller Industries, Inc. (NYSE:MLI) announced today that its Board of Directors has adopted a Shareholder Rights Plan in which preferred stock purchase rights will be distributed as a dividend at the rate of one Right for each share of the Company's common stock held as of the close of business on November 21, 1994. The Rights will expire on November 10, 2004.

The Rights are intended to enable all of the Company's shareholders to realize the long-term value of their investment in the Company. The Rights will not prevent a takeover, but should encourage anyone seeking to acquire the Company to negotiate with the Board prior to attempting a takeover.

The Company also announced that its Board of Directors had adopted amendments to the Company's Bylaws implementing notice procedures for stockholder proposals and for nominations for the election of directors to be considered at annual or special meetings.

In a letter being sent to shareholders, Harvey L. Karp, Chairman of the Board of Mueller Industries, Inc., said the Rights Plan is intended to protect the interests of the Company's shareholders in the event the Company is confronted with coercive or unfair takeover tactics. He noted that such tactics include "offers that do not treat all shareholders equally, the acquisition in the open market or otherwise of shares constituting control without offering fair value to all shareholders, or other coercive or unfair takeover tactics that could impair the Board's ability to represent shareholders' interests fully."

Mr. Karp stressed, however, that the Rights Plan "is not intended to prevent an acquisition of the Company on terms that your Board considers favorable and fair to, and in the best interests of, all shareholders, and will not do so. The Rights Plan is designed to deal with the serious problem of unilateral actions by hostile acquirors which are calculated to deprive the Company's Board of Directors and its shareholders of their ability to determine the destiny of the Company."

Each Right will entitle shareholders, in certain circumstances, to buy one one-thousandth of a newly issued share of Series A Junior Participating Preferred Stock of the Company at an exercise price of \$160. The Rights will be exercisable and transferable apart from the Common Stock only if a person or group acquires beneficial ownership of 15% or more of the Common Stock or commences a tender or exchange offer upon consummation of which such person or group would beneficially own 15% or more of the Common Stock.

If any person becomes the beneficial owner of 15% or more of the Company's common stock other than pursuant to an offer for all shares which is fair to and otherwise in the best interests of the Company and its shareholders, then each Right not owned by a 15% or more shareholder or certain related parties will entitle its holder to purchase, at the Right's then-current exercise price, shares of common stock (or, in certain circumstances as determined by the Board, cash, other property, or other securities) having a value of twice the Right's exercise price. In addition, if, after any person has become a 15%-or-more stockholder, the Company is

involved in a merger or other business combination transaction with another person in which its common stock is changed or converted, or sells 50% or more of its assets or earning power to another person, each Right will entitle its holder to purchase, at the Right's then-current exercise price, shares of common stock of such other person having a value of twice the Right's exercise price.

The Company will generally be entitled to redeem the Rights at \$.01 per Right at any time until the tenth day following public announcement that a person or group has become the beneficial owner of 15% or more of the Company's common stock.

Details of the Shareholder Rights Plan are outlined in a summary of the Rights Plan which will be mailed to shareholders.

Mueller Industries, Inc. is a leading and diversified fabricator whose products include copper tube and fittings; brass and copper alloy rods, bars and shapes; brass and bronze forgings; aluminum and copper impact extrusions; plastic fittings and valves; and refrigeration valves, driers and flare fittings. The Company also owns a short line railroad in Utah and natural resource properties in the Western United States, Alaska and Canada.

FOR IMMEDIATE RELEASE
DATE: November 11, 1994

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(316) 636-6300

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