

LYDALL INC /DE/  
Form 8-A12B/A  
December 22, 2009

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

**FORM 8-A/A**

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

**LYDALL, INC.**

(Exact name of registrant as specified in its charter)

Commission file number: 1-7665

**Delaware**  
(State or Other Jurisdiction of

Incorporation or Organization)

**One Colonial Road, Manchester, Connecticut**

**06-0865505**  
(I.R.S. Employer

Identification No.)

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06042

(Address of registrant's principal executive offices, including zip code)

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Rights to Purchase Series A Junior Participating Preferred Stock, par value \$1.00 per share</b>	<b>New York Stock Exchange</b>

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

**None**

Lydall, Inc. supplements and amends Items 1 and 2 of its Registration Statement on Form 8-A filed with the Securities and Exchange Commission on June 25, 2009 (the Registration Statement ) as follows:

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

Lydall, Inc. hereby supplements Item 1 to reflect the following developments with respect to the Rights (as defined below):

On December 17, 2009, Lydall, Inc. amended the Rights Agreement, dated as of June 23, 2009, between Lydall, Inc., a Delaware corporation (the Company ), and American Stock Transfer & Trust Company, LLC, a New York limited liability company (the Rights Agent ), accelerating the final expiration date of the outstanding rights to purchase shares of Series A Junior Participating Preferred Stock of the Company (the Rights ) from June 22, 2012 to December 17, 2009. As a result of this amendment, the Rights expired and the Rights Agreement effectively terminated as of December 17, 2009.

The foregoing summary of the amendment to the Rights Agreement is qualified in its entirety by reference to the full text of the amendment filed as an exhibit hereto, and to the full text of the Rights Agreement prior to the amendment, which was filed as Exhibit 1 to the Company's Form 8-A filed with the Securities and Exchange Commission on June 25, 2009, each of which is incorporated herein by reference.

**Item 2. Exhibits.**

Item 2 to the Registration Statement is hereby amended and supplemented by the addition of the Amendment, dated as of December 17, 2009, to the Rights Agreement, dated as of June 23, 2009, between the Company and the Rights Agent.

**SIGNATURE**

**Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.**

December 22, 2009

LYDALL, INC.

By:

/s/ JAMES V. LAUGHLAN  
**James V. Laughlan**  
**Principal Accounting Officer and Controller**