

INNODATA INC  
Form 8-A12B  
January 02, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-A**

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

INNODATA INC.

(Exact name of registrant as specified in its charter)

Delaware 13-3475943  
(State or incorporation or organization) (IRS Employer Identification No.)

**Three University Plaza**  
07601

**Hackensack, New Jersey**  
(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 registered Name of each exchange of which each class is to be registered

Preferred Stock Purchase Right The Nasdaq Stock Market, LLC

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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: Not Applicable  
(if applicable)

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 December 27, 2012, the Board of Directors of Innodata Inc. (the "Company") declared a dividend of one preferred share purchase right (a "Right") for each outstanding share of common stock, par value \$0.01 per share. The dividend is payable on January 14, 2013 to the stockholders of record as of the close of business on January 14, 2013.

The description and terms of the Rights are set forth in a Rights Agreement (which includes the Form of Certificate of Designation of Series C Participating Preferred Stock as Exhibit A, the Form of Rights Certificate as Exhibit B, and the Summary of Rights as Exhibit C) (the "Rights Agreement"), dated as of December 27, 2012 between the Company and American Stock Transfer & Trust Company, LLC as Rights Agent.

The foregoing summary of the Rights Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Rights Agreement, which is filed as Exhibit 4.1 to the Current Report on Form 8-K that the Company filed with the Securities and Exchange Commission on January 2, 2013, and is incorporated herein by reference.

## Item 2. Exhibits

Exhibit No.	Description
4.1	Rights Agreement, dated as of December 27, 2012, between Innodata Inc. and American Stock Transfer & Trust Company, LLC, which includes the Form of Certificate of Designation of Series C Participating Preferred Stock as Exhibit A, the Form of Rights Certificate as Exhibit B, and the Summary of Rights as Exhibit C (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 2, 2013).

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

INNODATA INC.

Date: January 2, 2013 By: /s/ Amy R. Agress

Amy R. Agress  
Vice President, General Counsel and

Secretary