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PENTON MEDIA INC
Form 8-A12B/A
August 01, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A/A
(AMENDMENT NO. 2)

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

Penton Media, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

36-2875386

(State of Incorporation or Organization (I.R.S. Employer Identification no.))

1300 East Ninth Street, Cleveland, Ohio

44114

(Address of Principal Executive Offices)

(Zip Code)

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(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

The New York Stock Exchange

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

None
(Title of class)

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

On July 26, 2002, the Board of Directors of Penton Media, Inc. ("Penton") approved Amendment No. 2, dated as of July 31, 2002 (the "Amendment"), to the Rights Agreement, dated as of June 9, 2002, as amended (the "Rights Agreement"), by and between Penton and National City Bank, as successor Rights Agent. The Amendment changed the expiration date of the rights issued under the Rights Agreement to be the close of business of the day of Penton's annual meeting of the stockholders for 2003 unless the Rights Agreement is approved by the stockholders at such annual meeting.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which has been filed as an exhibit hereto and incorporated herein by reference. Copies of the Rights Agreement, and the related Summary of Rights, which is attached as Exhibit C to the Rights Agreement, are available free of charge from Penton.

ITEM 2. EXHIBITS.

Number -----	Description -----
4.1	Amendment No. 2, dated as of July 31, 2002, to the Rights Agreement, by and between Penton and National City Bank, as successor Rights Agent.

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.

Penton Media, Inc.

By: /s/ Preston L. Vice

Name: Preston L. Vice
Title: Senior Vice President and
Secretary

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Date: August 1, 2002

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EXHIBIT INDEX

Number	Description
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