

CENTRAL PACIFIC FINANCIAL CORP  
Form 8-A12B/A  
January 31, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-A/A**

(Amendment No. 1)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

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

**CENTRAL PACIFIC FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

**HAWAII**  
(State of incorporation or organization)

**99-0212597**  
(IRS Employer

Identification No.)

**220 SOUTH KING STREET**

**HONOLULU, HAWAII 96813**

(Address of principal executive office)

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

**Title of each class  
to be so registered**  
Preferred Share Purchase Rights

**Name of each exchange on which  
Each class is to be registered**  
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), check the following box  x.**

**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..  o**

Securities Act registration statement file number to which this form relates: **None**

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

**None**

(Title of Class)

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This Form 8-A/A (Amendment No. 1) amends and supplements the Form 8-A filed by Central Pacific Financial Corp., a Hawaii corporation (the Company ) on November 24, 2010 (File Number 001-31567) (the Form 8-A ).

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

Item 1 of the Form 8-A is amended and supplemented to add the following:

On January 31, 2014, the Company and Wells Fargo Bank, National Association, a national banking association, as Rights Agent (the Rights Agent ) entered into an amendment (Amendment ) to the Tax Benefits Preservation Plan, dated as of November 23, 2010 (the Plan ) between the Company and the Rights Agent to extend the Final Expiration Date (as defined in the Plan) to continue to protect against a possible limitation on the Company's ability to use certain tax assets (such as, Net Operating Loss ( NOLs ) carry forwards) to offset future income. The Amendment extends the current Final Expiration Date under the Plan from February 18, 2014 to February 18, 2016.

The Plan is filed as Exhibit 4.1 to the Company's registration statement on Form 8-A filed with the Securities and Exchange Commission (the SEC ) on November 24, 2010 and incorporated herein by reference. The Amendment is attached hereto as Exhibit 4.2 and incorporated herein by reference.

**Item 2. Exhibits.**

Item 2 of the Form 8-A is hereby amended to add the following:

<b>Exhibit No.</b>	<b>Description</b>
4.1	Tax Benefits Preservation Plan, dated as of November 23, 2010, between Central Pacific Financial Corp. and Wells Fargo Bank, National Association(1)
4.2	Amendment No. 1 to Tax Benefits Preservation Plan, dated as of January 31, 2014, between Central Pacific Financial Corp. and Wells Fargo Bank, National Association*

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(1) Incorporated by reference to the Company's Form 8-A filed with the SEC on November 24, 2010.

\* Filed herewith.

**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.

**Central Pacific Financial Corp.**  
*(Registrant)*

Date: January 31, 2014

By: /s/ Glenn K.C. Ching  
Senior Vice President, General  
Counsel and Corporate Secretary

**INDEX TO EXHIBITS**

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