

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A
AMENDMENT NO. 1

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

AGCO CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

58-1960019
(I.R.S. Employer
Identification No.)

4205 River Green Parkway
Duluth, Georgia 30096
(Address of principal executive
offices including 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 ON WHICH EACH CLASS IS TO BE REGISTERED
None	None

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

PREFERRED SHARE PURCHASE RIGHTS

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

AGCO Corporation, a Delaware corporation (the "Company"), previously registered Preferred Share Purchase Rights issued pursuant to a Rights Agreement in 1994. The Rights Agreement contained provisions frequently referred to as "dead hand provisions" pursuant to which certain decisions regarding the Rights were reserved to "Continuing Directors." Recent litigation in Delaware has held that under similar rights agreements these decisions could not be reserved to Continuing Directors. As a result, the Company has amended its Rights Agreement to eliminate the role of Continuing Directors and to instead reserve those rights to the "Independent Directors." A copy of that amendment is attached as an exhibit to this filing.

Item 2. EXHIBITS

4.1 Amendment dated as of March 1, 1999, to the Rights Agreement dated as of April 27, 1994, between the Company and SunTrust Bank, Atlanta, a Georgia banking corporation, as successor to Trust Company Bank, a Georgia banking corporation, and Chemical Bank, a New York banking corporation.

SIGNATURES

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

AGCO CORPORATION
Registrant

Date: August 18, 1999

/s/ Patrick S. Shannon

Patrick S. Shannon
Vice President and Chief
Financial Officer

EXHIBIT INDEX

Exhibit Number	Description	Sequentially Numbered Page
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AMENDMENT

AMENDMENT, dated as of March 1, 1999 ("Amendment"), to the Rights Agreement, dated as of April 27, 1994 (the "Rights Agreement"), between AGCO Corporation, a Delaware corporation (the "Company"), and SunTrust Bank, Atlanta, a Georgia Banking corporation, as successor to Trust Company Bank, a Georgia banking corporation, and Chemical Bank, a New York banking corporation (the "Rights Agent").

Pursuant to Section 26 of the Rights Agreement, the Company and the Rights Agent may from time to time supplement or amend any provision of the Rights Agreement.

In consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Rights Agreement is hereby amended as follows:

(a) Section 1(k) is deleted in its entirety and the letters identifying each succeeding subsection in Section 1 through and including section 1(q) are changed to the letter immediately preceding them in the alphabet.

(b) A new Section 1(q) is inserted following the newly reordered Section 1(p) reading as follows:

(q) "Independent Director" shall mean a Person, while such Person is a member of the Board, who is not an Acquiring Person, or an Affiliate or an Associate of an Acquiring Person, or a representative of an Acquiring Person, or of any such Affiliate or Associate; provided, however, that the fact that a Person is nominated for election as a director by an Acquiring Person or any such Affiliate, Associate or representative, or the fact that an Acquiring Person or any such Affiliate, Associate or representative votes in favor of the election of a Person as a director, shall not, in and of itself, disqualify a Person from being an Independent Director provided that such Person does not have any agreement or understanding with such Acquiring Person, Affiliate, Associate or representative with respect to how such Person will vote on any future transactions.

(c) All references to the words "Continuing Director" are deleted and the words "Independent Director" are inserted in their place, including in each of the following Sections and Attachments to the Rights Agreement:

(i) Section 11(a)(ii)(B);

- (ii) Sections 23(a) and 23(b);
- (iii) Section 26;
- (iv) Section 28;
- (v) ATTACHMENT B, Form of Rights Certificate; and
- (vi) ATTACHMENT C, Summary of Rights to Purchase Preferred Stock.

2. Except as amended hereby, the Rights Agreement shall remain in full force and effect.

3. This Amendment shall be governed by the terms of the Rights Agreement, including without limitation Sections 29 through 33.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first written above.

AGCO CORPORATION

/s/ J. M. Shumejda

 President

SUNTRUST BANK, ATLANTA

/s/ Latitia A. Radford

 Authorized Signature