

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

Landstar System, Inc.

(Exact name of registrant as specified in its charter)

Delaware

06-1313069

(State of incorporation or organization)

(IRS Employer
Identification No.)

13410 Sutton Park Drive South
Jacksonville, Florida

32224

(Address of principal executive offices)

(Zip Code)

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

NONE

(Title of Class)

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Common Stock, par value \$0.01 per share	NASDAQ National Market System
Common Stock Rights	NASDAQ National Market System

The undersigned registrant, Landstar System, Inc. (the "Company"), hereby amends and supplements, as set forth below, Items 1 and 2 of the Company's Registration Statement on Form 8-A filed with the Securities and Exchange Commission (the "Commission") on February 11, 1993 and amended on March 2, 1993 (as amended and including the exhibits thereto, the "Form 8-A"). Capitalized terms used herein and not otherwise defined have the meanings given to them in the Form 8-A.

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

The response to Item 1 in the Form 8-A is hereby amended by the addition of the following paragraph after the last paragraph thereof:

Effective as of December 22, 2000, the Rights Agreement, dated as of February 10, 1993 (the "Rights Agreement"), between the Company and Mellon Investor Services LLC, as successor by merger to Chemical Bank, as Rights Agent (the "Rights Agent"), was amended (the "Amendment"). The Amendment is intended to reduce the risk that an investor inadvertently would become an Acquiring Person (as defined in the Rights Agreement) while the Company is engaged in a stock repurchase program. The Amendment changes the definition of "Acquiring Person" under the Rights Agreement, enabling investors under certain

circumstances to rely on information in press releases or filings with the Commission in determining their percentage ownership of the Company's outstanding shares of common stock. A copy of the Amendment is attached hereto as Exhibit 2 and is incorporated herein by reference. The foregoing description does not purport to be complete and is qualified in its entirety by reference to the Amendment.

ITEM 2. EXHIBITS

- EXHIBIT 1. Rights Agreement, dated as of February 10, 1993, between the Registrant and Chemical Bank, as Rights Agent (incorporated herein by reference to the Registration Statement on Form S-1, Commission File Number 33-57174, Exhibit 4.14).
- EXHIBIT 2. Amendment No. 1 to Rights Agreement between the Registrant and Mellon Investor Services LLC, as successor by merger to Chemical Bank, as Rights Agent, dated as of December 22, 2000.

2

3

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.

LANDSTAR SYSTEM, INC
(Registrant)

By: /s/ Michael L. Harvey
Name: Michael L. Harvey, Esq.
Title: Vice President & General Counsel

DATE: December 22, 2000

3

4

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
1.	Rights Agreement, dated as of February 10, 1993, between the Registrant and Chemical Bank, as Rights Agent (incorporated herein by reference to the Registration Statement on Form S-1, Commission File Number 33-57174, Exhibit 4.14).
2.	Amendment No. 1 to Rights Agreement between the Registrant and Mellon Investor Services LLC, as successor by merger to Chemical Bank, as Rights Agent, dated as of December 22, 2000.

4

AMENDMENT NO. 1 TO
RIGHTS AGREEMENT

This Amendment No. 1 to Rights Agreement (the "AMENDMENT"), dated as of December 22, 2000, is entered into by and between Landstar System, Inc., a Delaware corporation (the "COMPANY"), and Mellon Investor Services LLC, (formerly Chase Mellon Shareholder Services, L.L.C.), as successor by merger to Chemical Bank, as Rights Agent (the "RIGHTS AGENT").

WHEREAS, the Company and the Rights Agent have entered into a Rights Agreement, dated as of February 10, 1993 (the "AGREEMENT");

WHEREAS, the Company wishes to amend the Agreement;

WHEREAS, Section 26 of the Agreement provides, among other things, that prior to the Stock Acquisition Date the Company may, by resolution of its Board of Directors, and the Rights Agent shall, if the Company so directs, supplement or amend any provision of the Agreement without the approval of any holders of certificates representing shares of Common Stock; and

WHEREAS, the Board of Directors of the Company has approved this Amendment and the Company has directed the Rights Agent to amend the Agreement as provided herein.

NOW, THEREFORE, the Company and the Rights Agent hereby amend the Agreement as follows:

1. Capitalized terms used in this Amendment without definition shall have the meanings given to them in the Agreement.

2. The second sentence of Section 1(a) of the Agreement is hereby amended and restated to read in its entirety as follows:

"Notwithstanding the foregoing, (X) no Person shall become an "Acquiring Person" as a result of (i) an acquisition of Common Stock by the Company which, by reducing the number of shares of Common Stock outstanding, increases the proportionate number of shares of Common Stock Beneficially Owned by such Person to 15% or more of the Common Stock of the Company then outstanding, or (ii) an acquisition of Beneficial Ownership of any shares of Common Stock by such Person which causes such Person to Beneficially Own 15% or more of the Common Stock of the Company then outstanding at any time when the fact that such acquisition caused such Person to be the Beneficial Owner of 15% or more

of the Common Stock of the Company then outstanding is not discernible based on the number of shares of Common Stock of the Company that have most recently been reported as outstanding in any press release of the Company or in any filing by the Company with the Securities and Exchange Commission, PROVIDED, HOWEVER, that if a Person shall become the Beneficial Owner of 15% or more of the Common Stock of the Company by reason of any of the circumstances described in clause (i) or (ii) of this subsection (x) and shall, after such fact is discernible based on the number of shares of Common Stock of the Company that are reported as outstanding in any press release of the Company or in any filing by the Company with the Securities and Exchange Commission, become the Beneficial Owner of any additional shares of Common Stock of the Company other than as a direct or indirect result of any corporate action taken by the Company, then such Person shall be deemed to be an "Acquiring Person", and (Y) if the Board of Directors of the Company determines in good faith that a Person who would otherwise be an "Acquiring Person", as defined pursuant to the foregoing provisions of

this Section 1(a), has become such inadvertently (including, without limitation, because (I) such Person was unaware that it Beneficially owned 15% or more of the Common Stock of the Company or (II) such Person was aware of the extent of such Beneficial Ownership but such Person acquired Beneficial Ownership of such shares of Common Stock without the intention to change or influence the control of the Company and without actual knowledge of the consequences of such Beneficial Ownership under this Rights Agreement), and such Person divests itself as promptly as practicable of a sufficient number of shares of Common Stock so that such Person would no longer be an "Acquiring Person", as defined pursuant to the foregoing provisions of this Section 1(a), then such Person shall not be deemed to be, or have been, an "Acquiring Person" for any purposes of this Agreement, and no Stock Acquisition Date shall be deemed to have occurred."

3. Amendment to Section 20(c). Section 20(c) of the Rights Agreement is hereby amended by adding the following words to the end of such section and before the period:

", as finally determined by a court of competent jurisdiction. Anything to the contrary notwithstanding, in no event shall the Rights Agent be liable for special, punitive, indirect, consequential or incidental loss or damage of any kind whatsoever (including but not limited to lost profits), even if the Rights Agent has been advised of the likelihood of such loss or damage"

4. The term "Agreement" as used in the Agreement shall be deemed to refer to the Agreement as amended hereby.

6

3

5. This Amendment shall be governed by and constructed in accordance with the laws of the State of Delaware.

6. This Amendment shall be effective as of the date first above written, and, except as set forth therein, the Agreement shall remain in full force and effect and shall be otherwise unaffected hereby.

7. This Amendment may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

7

4

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of this 22nd day of December, 2000.

LANDSTAR SYSTEM, INC.

By: /S/ MICHAEL L. HARVEY

Name: Michael L. Harvey, Esq.

Title: Vice President and General Counsel

MELLON INVESTOR SERVICES LLC

By: /S/ DEBORAH BASS

Name: Deborah Bass

Title: Assistant Vice President