

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 (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

LIGAND PHARMACEUTICALS INCORPORATED
(Exact name of registrant as specified in charter)

DELAWARE (State of incorporation or organization)	000-20720 (Commission File Number)	770160744 (IRS Employer Identification No.)
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10275 Science Center Drive, San Diego, California, 92121-1117
(Address of principal executive offices)

Registrant's telephone number, including area code: (619) 535-3900

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:

PREFERRED SHARE PURCHASE RIGHTS
(Title of Class)

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

On December 23, 1998, Ligand Pharmaceuticals Incorporated (the "Company") amended its Rights Agreement, dated September 13, 1996, and subsequently amended on November 10, 1998 (the "Rights Plan"), to eliminate those provisions that require that certain actions may only be taken by "Continuing Directors," as well as to update certain other provisions, all as set forth on Exhibit 1 attached hereto. This Amendment to the Rights Plan was made in response to the Delaware Court of Chancery's recent decision in Carmody v. Toll Brothers, Inc. In the view of the Company's Board of Directors, based on advice of counsel, the Toll Brothers decision has cast doubt on the legality under Delaware law of "Continuing Directors" provisions, also referred to as "dead-hand" provisions, in many existing shareholder rights plans. Although the opinion related to the denial of a motion to dismiss an action challenging the "Continuing Directors" provision and not an opinion addressing the actual validity of the provision under Delaware law, the Delaware court stated that a "Continuing Directors" provision was open to challenge under Delaware law on both statutory and fiduciary grounds. A "Continuing Directors" provision provides that outstanding rights can only be redeemed by "continuing directors," which is generally defined to mean directors who were members of the board at the time the Rights Agreement was adopted and any other person who subsequently becomes a member of the board if such person's nomination for election to the board was recommended or approved by a majority of the continuing directors. While the Company's Rights Plan differs in significant respects from the plan considered in the Toll Brothers case, particularly as regards to the "Continuing Directors" provisions thereof, the Board of Directors believes the disputed validity of these provisions under the Toll Brothers opinion warrants action to amend the Rights Plan. The Form of Second Amendment to the Rights Agreement is attached hereto as Exhibit 1 and is incorporated by reference herein.

Item 2. Exhibits.

1. Form of Second Amendment to the Company's Rights Plan.

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.

LIGAND PHARMACEUTICALS INCORPORATED

DATE: December 23, 1998 By: /s/ DAVID E. ROBINSON

Name: David E. Robinson
Title: President and Chief
Executive Officer

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EXHIBIT 1

SECOND AMENDMENT TO THE PREFERRED SHARES RIGHTS AGREEMENT
AND CERTIFICATION OF COMPLIANCE WITH SECTION 27 THEREOF

Pursuant to Section 27 of the Preferred Shares Rights Agreement, as amended, (the "Agreement") dated as of September 13, 1996, between Ligand Pharmaceuticals Incorporated, a Delaware corporation (the "Company"), and ChaseMellon Shareholder Services, L.L.C. (as successor to and acquiror of Wells Fargo Bank, N.A.) (the "Rights Agent") and subsequently amended on November 10, 1998, the Company and the Rights Agent hereby amend the Agreement as of December 23, 1998, as provided below.

1. Certain Definitions. Section 1 of the Agreement shall be amended as follows:

(a) The definition of Continuing Director shall be deleted.

(b) The phrase "a majority of Continuing Directors then in office" which appears twice in subsection (h) shall be replaced with the phrase "the Company's Board of Directors."

(c) The definition of Permitted Offer shall be deleted.

2. Appointment of Rights Agent. Section 2 shall be amended by deleting the phrase "and the holders of the Rights (who, in accordance with Section 3 hereof, shall prior to the Distribution Date also be the holders of the Common Shares)."

3. Adjustment of Purchase Price, Number of Shares or Number of Rights. Section 11 shall be amended by deleting subsection (a)(iii).

4. Consolidation, Merger or Sale or Transfer of Assets or Earning Power. Section 13 shall be amended by deleting subsection (d).

5. Redemption. Section 23 shall be amended as follows:

(a) The phrase which reads "a majority of Continuing Directors then in office" in the first sentence of subsection (a) shall be replaced with the phrase "the Company's Board of Directors."

(b) The proviso in subsection (a) which reads "provided, however, if the Board of Directors of the Company authorizes redemption of the Rights on or after the time a Person becomes an Acquiring Person, then there must be Continuing Directors then in office and such authorization shall require the concurrence of a majority of such Continuing Directors" shall be deleted.

6. Exchange. Section 24 shall be amended by deleting the phrase "and a majority vote of the Continuing Directors," in the first sentence of subsection (a).

7. Supplements and Amendments. Section 27 shall be amended by deleting the phrase "(which lengthening or shortening, following the first occurrence of an event set forth in the proviso to Section 23(a) hereof, shall be effective only if there are Continuing Directors and shall require the concurrence of a majority of such Continuing Directors)."

8. Determinations and Actions by the Board of Directors, etc. Section 29 shall be amended as follows:

(a) The phrase "(and, where specifically provided for herein, the Continuing Directors)" in the second sentence shall be deleted;

(b) The phrase "(or, where specifically provided for herein, the Continuing Directors)" in the second sentence shall be deleted;

(c) The phrase "(or, where specifically provided for herein, by the Continuing Directors)" in the third sentence shall be deleted; and

(d) The phrase "or the Continuing Directors" in the third sentence shall be deleted.

9. Exhibit C. Exhibit C shall be amended as follows: (i) The phrase "a majority of the Directors not affiliated with the acquiring person or group (the "Continuing Directors")" in the second paragraph of Exhibit C shall be replaced with the phrase "the Company's Board of Directors," (ii) the phrase "(other than pursuant to a tender offer deemed adequate and in the best interests of the Company and its stockholders by the Board of Directors (a "Permitted Offer"))" shall be deleted in the fourth paragraph of Exhibit C, (iii) the phrase "(unless the transaction satisfies certain conditions and is consummated with a person who acquired shares pursuant to a Permitted Offer, in which case the Rights will expire)" shall be deleted in the fifth paragraph of Exhibit C, and (iv) the phrase "a majority of the Continuing Directors" in the seventh paragraph of Exhibit C shall be replaced by the phrase "the Company's Board of Directors."

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The undersigned officer of the Company, being an appropriate officer of the Company and authorized to do so by resolution of the Board of Directors of the Company dated as of December 10, 1998, hereby certifies to the Rights Agent that these amendments are in compliance with the terms of Section 27 of the Agreement.

LIGAND PHARMACEUTICALS INCORPORATED

By: /s/ David E. Robinson

David E. Robinson, President and
Chief Executive Officer

Acknowledged and Agreed:

CHASEMELLON SHAREHOLDER
SERVICES, L.L.C., as Rights Agent

By: /s/ Rosa M. Bautista

Name: Rosa M. Bautista

Title: Relationship Manager

[SIGNATURE PAGE TO SECOND AMENDMENT TO THE PREFERRED
SHARES RIGHTS AGREEMENT AND CERTIFICATION OF COMPLIANCE
WITH SECTION 27 THEREOF]