
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

SONUS PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

95-4343413
(I.R.S. Employer Identification No.)

22026 20th Avenue S.E.
Bothell, Washington 98021
(Address, including zip code, of principal executive offices)

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

<u>Title of each class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
N/A	

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.

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.

Securities Act registration statement file number to which this Form relates: 000-21243

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

**Series A Junior Participating
Preferred Stock**
(Title of Class)

The undersigned registrant hereby amends its Registration Statement on Form 8-A/A filed on July 25, 2002, as amended by Amendment No. 1 on October 17, 2005, by adding the information set forth below.

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

Effective August 10, 2006 Sonus Pharmaceuticals, Inc., a Delaware corporation (the "Company") executed a Second Amendment (the "Second Amendment") to the Amended and Restated Rights Agreement, dated July 24, 2002 (the "Rights Agreement") between the Company and U.S. Stock Transfer Corporation, as Rights Agent. Capitalized terms used but not defined herein shall have the meaning assigned thereto in the Rights Agreement.

The Second Amendment amended the "Final Expiration Date" from August 23, 2006 to August 23, 2016, thereby extending the term of the Rights Agreement by ten years.

A copy of the Second Amendment is filed as an Exhibit hereto. The Amended and Restated Right Agreement was filed as Exhibit 2.1 to the Registration Statement on Form 8-A/A filed with the Securities and Exchange Commission on July 25, 2002. A copy of the Amended and Restated Rights Agreement is available to stockholders from the Company free of charge.

This summary description of the Rights does not purport to be complete and is qualified in its entirety by reference to the Amended and Restated Rights Agreement, which is incorporated herein by this reference.

ITEM 2. EXHIBITS

- Amended and Restated Rights Agreement, dated July 24, 2002, between the Company and U.S. Stock Transfer Corporation, which includes as Exhibit A thereto a form of Certificate of Designation for Preferred Stock and as Exhibit B thereto the Form of Rights Certificate (Incorporated by reference to Exhibit 2.1 to the Company's Registration Statement on Form 8-A/A filed with the SEC on July 25, 2002).
- First Amendment to Amended and Restated Rights Agreement, dated October 17, 2005, between the Company and U.S. Stock Transfer Corporation, as Rights Agent. (Incorporated by reference to Exhibit 2 to Amendment No. 1 to the Company's Registration Statement on Form 8-A/A filed with the Securities and Exchange Commission on October 17, 2005.)
- Second Amendment to Amended and Restated Rights Agreement dated August 10, 2006 between the Company and U.S. Stock Transfer Corporation, as

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, thereunto duly authorized.

SONUS PHARMACEUTICALS, INC.

By: /s/Alan Fuhrman
Alan Fuhrman
Senior Vice President and Chief Financial
Officer

Date: August 10, 2006

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit</u>
1.	Amended and Restated Rights Agreement, dated July 24, 2002, between the Company and U.S. Stock Transfer Corporation, which includes as Exhibit A thereto a form of Certificate of Designation for Preferred Stock and as Exhibit B thereto the Form of Rights Certificate (Incorporated by reference to Exhibit 2.1 to the Company's Registration Statement on Form 8-A/A filed with the SEC on July 25, 2002).
2.	First Amendment to Amended and Restated Rights Agreement, dated October 17, 2005, between the Company and U.S. Stock Transfer Corporation, as Rights Agent. (Incorporated by reference to Exhibit 2 to Amendment No. 1 to the Company's Registration Statement on Form 8-A/A filed with the Securities and Exchange Commission on October 17, 2005.)
3.	Second Amendment to Amended and Restated Rights Agreement dated August 10, 2006 between the Company and U.S. Stock Transfer Corporation, as Rights Agent.

SECOND AMENDMENT TO AMENDED AND RESTATED RIGHTS AGREEMENT

THIS SECOND AMENDMENT TO AMENDED AND RESTATED RIGHTS AGREEMENT (the "Second Amendment") is made as of August 10, 2006, by and between Sonus Pharmaceuticals, Inc., a Delaware corporation (the "Company") and U.S. Stock Transfer Corporation (the "Rights Agent"). Capitalized terms not defined herein shall have the meanings ascribed to them in the Rights Agreement.

WHEREAS, the Company and the Rights Agent are parties to that certain Amended and Restated Rights Agreement dated as of July 24, 2002, as amended by a First Amendment to Amended and Restated Rights Agreement dated October 17, 2005 (the "Rights Agreement");

WHEREAS, the Distribution Date has not yet occurred; and

WHEREAS, the Final Expiration Date is August 23, 2006; and

WHEREAS, the Board of Directors has determined that it is in the best interests of the stockholders of the Company that the Rights Agreement be amended as set forth below and directs that this Second Amendment be adopted to extend the Final Expiration Date to August 23, 2016 by resolution approved on July 25, 2006; and

WHEREAS, Section 27 of the Rights Agreement provides that the Company and the Rights Agent shall, if the Company so directs, amend any provision of the Rights Agreement without the approval of holders of Common Shares.

NOW, THEREFORE, the parties agree to amend the Rights Agreement as follows:

1. The definition of "Final Expiration Date" set forth in Section 1(i) of the Rights Agreement shall be restated in its entirety to read as follows:

"(i) 'Final Expiration Date' shall mean August 23, 2016."

2. Except as set forth herein, the Rights Agreement shall remain in full force and effect, and terms not otherwise defined herein shall have the meanings ascribed to them in the Rights Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to be duly executed as of the date and year first above written.

SONUS PHARMACEUTICALS, INC.,
a Delaware corporation

By: /s/ Michael A. Martino
Name: Michael A. Martino
Title: President and Chief Executive Officer

U.S. STOCK TRANSFER CORPORATION

By: /s/ William Garza
Name: William Garza
Title: Vice President

