

SECURITIES AND EXCHANGE COMMISSION

FORM 8-A12B

Form for the registration/listing of a class of securities on a national securities exchange pursuant to
Section 12(b)

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FILER

US FACILITIES CORP

CIK: **798085** | IRS No.: **330097221** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-A12B** | Act: **34** | File No.: **001-12099** | Film No.: **96620215**
SIC: **6351** Surety insurance

Mailing Address	Business Address
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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

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

US FACILITIES CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware

33-0097221

(State of Incorporation
or Organization)

(IRS Employer
Identification No.)

650 Town Center Drive, Suite 1600, Costa Mesa, CA

92626

(Address of principal executive offices)

(Zip Code)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) 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 Purchase Rights
with respect to Common Stock,
par value \$.01 per share

New York Stock Exchange

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

Common Stock Purchase Rights

On May 24, 1990, the Registrant's Board of Directors authorized and declared a dividend of one common stock purchase right (a "Right") for each outstanding share of Common Stock. The dividend was paid on June 15, 1990 to the holders of record of Common Stock as of the close of business on such date. The Board of Directors further authorized and directed the issuance of one Right for each share of Common Stock issued by the Registrant subsequent to June 15, 1990, but prior to the date of distribution of the Rights (including the issuance of Common Stock pursuant to the exercise of stock options, warrants or conversion rights). Until actually distributed, the Rights are not exercisable. Until such time, they are attached to and trade only together with the Common Stock, and the stock certificates representing Common Stock also represent the Rights attached to such Common Stock.

The Rights Agreement, which has been amended three times, currently provides that in the event any person becomes the beneficial owner of 10% or more of the outstanding shares of Common Stock, each Right (other than a Right held by the 10% stockholder) will be exercisable, on and after the close of business on the tenth business day following such event, and will entitle the holder thereof to purchase shares of the Registrant's Common Stock which have a market value equal to two times the then current exercise price, which is presently \$70 per share. The Rights Agreement further provides that if, on or after the occurrence of such event, the Registrant is consolidated with, or merged into, another corporation or more than 50% of the assets or earning power of the Registrant and its subsidiaries are sold or transferred, each Right (other than a Right held by the 10% stockholder) will be exercisable to purchase common shares of the surviving corporation which have a market value equal to two times the then current exercise price.

The Rights expire on May 24, 2000, and are subject to redemption by a vote of a majority, but not less than three, of the Registrant's independent directors at \$.001 per Right at any time prior to the first date upon which they become exercisable to purchase Common Stock.

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The above summary description of the Registrant's Common Stock Purchase Rights is qualified in its entirety by reference to the following filings with the Commission, each of which is hereby incorporated in this Form 8-A by this reference:

1. Rights Agreement filed as Exhibit 2 to the Registrant's Current Report on Form 8-K dated May 24, 1990.

2. First Amendment to Rights Agreement filed as Exhibit 1 to the Registrant's Current Report on Form 8-K dated January 16, 1992.
3. Second Amendment to Rights Agreement filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated April 29, 1994.
4. Third Amendment to Rights Agreement filed as Exhibit 4 to the Registrant's Current Report on Form 8-K dated September 28, 1995.

ITEM 2. EXHIBITS.

All exhibits required by Instruction II to Item 2 of Form 8-A have been supplied to the New York Stock Exchange.

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SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement on Form 8-A to be signed on its behalf by the undersigned, thereunto duly authorized.

US FACILITIES CORPORATION

/s/ David L. Cargile

Date: August 22, 1996

By _____
David L. Cargile,
Chairman of the Board, President
and Chief Executive Officer

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