

# 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)

Filing Date: **1996-08-26**  
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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.: **96620218**  
SIC: **6351** Surety insurance

Mailing Address	Business Address
650 TOWN CENTER DRIVE STE 1600 COSTA MESA CA 92626-1925	650 TOWN CENTER DR STE 1600 COSTA MESA CA 92626 7145491600

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)

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(Zip Code)

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

Title of each class  
to be so registered  
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Name of each exchange on which  
each class is to be registered  
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Common Stock, par  
value \$.01 per share

New York Stock Exchange

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

None

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(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

Common Stock, Par Value \$.01 Per Share  
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Voting Rights. The holders of Common Stock are entitled to one vote for each share on all matters submitted to a vote of stockholders. The holders of Common Stock do not have cumulative voting rights in the election of directors of the Registrant.

Dividend Rights. Subject to any preferences that may be applicable to any shares of Preferred Stock that may be outstanding, and to restrictions, if any, imposed by indebtedness outstanding from time to time, the holders of Common Stock are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of legally available funds.

Other Rights. In the event of the liquidation, dissolution or winding up of the Registrant, the holders of Common Stock are entitled to share ratably in all assets of the Registrant remaining after provision for payment of liabilities, subject to the liquidation preference of any shares of Preferred Stock that may be outstanding. Except for rights held by them under the Registrant's Rights Agreement noted below, the holders of Common Stock have no preemptive, conversion or other subscription rights, and there are no redemption or sinking fund provisions applicable to the Common Stock. All outstanding shares of Common Stock are fully paid and nonassessable. The rights, preferences and privileges of holders of Common Stock may become subject to those of holders of any series of Preferred Stock which the Registrant may issue in the future.

The above summary description of the Registrant's Common Stock 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:

- (a) Restated Certificate of Incorporation, as amended, as presently in effect. Filed as Exhibits 3.1 and 3.1.1 to the Registrant's Form S-1 Registration Statement declared effective by the Securities and Exchange Commission on October 31, 1986 (the "Registration Statement"), and as Exhibit 3 to the Registrant's Current Report on Form 8-K dated May 24, 1990.
- (b) Bylaws of the Registrant, as amended, as presently in effect. Filed as Exhibit 4.2 to the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 24, 1996.
- (c) Rights Agreement, as amended. Filed with the Securities and Exchange Commission on or about August 22, 1996, on Registrant's Form 8-A, concurrent with this Form 8-A, to register Common Stock Purchase Rights.

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

Date: August 22, 1996

/s/ David L. Cargile  
By \_\_\_\_\_  
David L. Cargile,  
Chairman of the Board, President  
and Chief Executive Officer

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