

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-A12B/A

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

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### FILER

#### CONAGRA CAPITAL LC

CIK: **920139** | State of Incorpor.: **IA** | Fiscal Year End: **1231**  
Type: **8-A12B/A** | Act: **34** | File No.: **001-11317** | Film No.: **94523329**

Mailing Address  
CONAGRA CAPITAL LC  
ONE CONAGRA DRIVE  
OMAHA NE 68102-5001

Business Address  
ONE CONAGRA DRIVE  
OMAHA NE 68102-5001  
4025954000

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A

For Registration of Certain Classes of  
Securities Pursuant to Section 12(b) or (g) of  
The Securities Exchange Act of 1934

ConAgra Capital, L.C.  
(Exact name of registrant as  
specified in its charter)

Iowa  
(State of Incorporation  
or organization)

Applied For  
(IRS Employer Identification  
Number)

c/o ConAgra, Inc.  
One ConAgra Drive  
Omaha, Nebraska 68102-5001  
(Address of principal  
executive offices)

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

Series A Cumulative  
Preferred Securities

New York Stock Exchange

(liquidation preference  
\$25 per security)

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

NONE  
(Title of Class)

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

For a full description of the Series A Cumulative Preferred Securities (the "Preferred Securities") being registered hereby, reference is made to the information contained under the captions "Certain Terms of the Series A Preferred Securities", "Description of Preferred Securities" and "Description of the Guarantee" in Registrant's Amendment No. 3 to the Registration Statement (No. 33-52649-01) on Form S-3 filed with the Securities and Exchange Commission on April 11, 1994, under the Securities Act of 1933, as amended. The description under such captions contained in the form of prospectus subsequently filed by the registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, is deemed incorporated by reference into this registration statement.

Item 2. Exhibits.

The following documents, which define the rights of holders of the Preferred Securities, filed by ConAgra, Inc. and ConAgra Capital, L.C. with the Securities and Exchange Commission pursuant to Sections 13 or 15(d) of the Securities Exchange Act of 1934, are incorporated by reference herein:

- 1.1 Amendment No. 3 to the Registration Statement on Form S-3 (No. 33-52649-01), with exhibits, filed with the Securities and Exchange Commission.
- 1.2 Articles of Organization of ConAgra Capital, L.C. and Articles of Correction\*.
- 1.3 Operating Agreement of ConAgra Capital, L.C.\*
- 1.4 Form of Written Action establishing the Preferred Securities\*.
- 1.5 Form of Payment of Guarantee Agreement with respect to the Preferred Securities\*.
- 1.6 Form of Agreement as to Expenses and Liabilities with respect to the Preferred Securities\*.

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\*Included as exhibits to Registration Statement on Form S-3 (No. 33-52649-01) and Amendment No. 1 and No. 2 to the Registration Statement (No. 33-52649-01).

#### SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, ConAgra Capital, L.C. has duly caused this Registration Statement to be signed on its behalf by the

undersigned, thereto duly authorized.

ConAgra Capital, L.C.

CP Nebraska, Inc.  
as Managing Member

By: /s/ Stephen L. Key  
Stephen L. Key  
President and Chief  
Executive Officer

HW Nebraska, Inc.  
as Managing Member

By: /s/ Stephen L. Key  
Stephen L. Key  
President and Chief  
Executive Officer

Dated: April 19, 1994

