

# 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: **1994-03-02**  
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### FILER

#### VALERO ENERGY CORP

CIK: **21271** | IRS No.: **741244795** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-A12B** | Act: **34** | File No.: **001-04718** | Film No.: **94514173**  
SIC: **2911** Petroleum refining

Business Address  
530 MCCULLOUGH AVE  
SAN ANTONIO TX 78215  
2102462000

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

VALERO ENERGY CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation  
or organization)

74-1244795  
(I.R.S. Employer  
Identification No.)

530 McCullough Avenue  
San Antonio, Texas  
(Address of principal executive offices)

78215  
(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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§ Convertible Preferred Stock New York Stock Exchange

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

None

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

The description of the § Convertible Preferred Stock contained in the

Preliminary Prospectus dated March 2, 1994, filed by the Registrant with the Securities and Exchange Commission as part of Amendment No. 3 to the Registrant's Registration Statement on Form S-3, Registration No. 33-70454, under the heading "Description of the New Preferred Stock" is incorporated by reference herein.

Item 2. Exhibits

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- 2.1 Restated Certificate of Incorporation of Valero Energy Corporation--incorporated by reference from Exhibit 4.1 to the Valero Energy Corporation Registration Statement on Form S-8 (Commission File No. 33-53796, filed October 27, 1992).
- 2.2 Form of Certificate of Designation for the \$ Convertible Preferred Stock--incorporated by reference from Exhibit 4.2 to Amendment No. 2 to the Valero Energy Corporation Registration Statement on Form S-3 (Commission File No. 33-70454, filed December 29, 1993).
- 2.3 Amended and Restated Rights Agreement, dated as of October 17, 1991, between Valero Energy Corporation and Ameritrust Texas, N.A., successor to MBank Alamo, N.A. as Rights Agent--incorporated by reference from Exhibit 1 to the Valero Energy Corporation Current Report on Form 8-K (Commission File No. 1-4718, filed October 18, 1991).
- 2.4 \$160,000,000 Amended and Restated Credit Agreement, dated as of December 4, 1992, among Valero Refining Company, Bankers Trust Company, as Agent, and certain other banks party thereto--incorporated by reference from Exhibit 4.3 to the Valero Energy Corporation Annual Report on Form 10-K (Commission File No. 1-4718, filed February 26, 1993).
- 2.5 First Amendment to Amended and Restated Credit Agreement, dated as of August 25, 1993--incorporated by reference from Exhibit 4.5 to the Valero Energy Corporation Registration Statement on Form S-3 (Commission File No. 33-70454, filed October 18, 1993).
- 2.6 Second Amendment to Amended and Restated Credit Agreement, dated as of December 31, 1993--incorporated by reference from Exhibit 4.5 to the Valero Energy Corporation Annual Report on Form 10-K (Commission File No. 1-4718, filed March 1, 1994).
- 2.7 \$200,000,000 Senior Note Purchase Agreement, dated as of December 19, 1990--incorporated by reference from Exhibit 4.2 to the Valero Energy Corporation Annual Report on Form 10-K (Commission File No. 1-4718, filed February 21, 1992).

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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.

VALERO ENERGY CORPORATION  
(Registrant)

Date: March 2, 1994

By /s/ RAND C. SCHMIDT

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Rand C. Schmidt  
Corporate Secretary