

# 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

#### **PACER INTERNATIONAL INC**

CIK: **1062372** | IRS No.: **943285040** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-A12B** | Act: **34** | File No.: **001-14329** | Film No.: **98669615**  
SIC: **4731** Arrangement of transportation of freight & cargo

Mailing Address  
3746 MT DIABLO BLVD.  
SUITE 110  
LAFAYETTE CA 94549

Business Address  
3746 MT DIABLO BLVD.  
SUITE 110  
LAFAYETTE CA 94549  
9252847145

UNITED STATES  
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

Pacer International, Inc.

-----  
(Exact name of registrant as specified in its charter)

Delaware

94-3285040

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(State of incorporation or organization)

(I.R.S. Employer Identification No.)

3746 Mt. Diablo Boulevard, Suite 110 Lafayette, California

94549

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(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 (par value \$.01 per share)

Nasdaq National Market

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If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A.(c)(1), please check the following box. []

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A.(c)(2), please check the following box. []

Securities to be registered pursuant to Section 12(g) of the Act: None

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

The Registrant's Common Stock, par value \$.01 per share (the "Common Stock") is to be registered. The description of the Common Stock will be set forth under the caption "Description of Capital Stock" in the Registrant's Prospectus, to be filed pursuant to Rule 424(b) under the Securities Act of 1933 and forming part of the Registrant's Registration Statement on Form S-1 (No. 333-53983), as amended, and is incorporated herein by reference.

Item 2. Exhibits.

All exhibits required by Instruction II to item 2 will be supplied to the Nasdaq National Market.

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, thereto duly authorized.

PACER INTERNATIONAL, INC.

July 22, 1998

By: /s/ Donald C. Orris

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Name: Donald C. Orris  
Title: President and Chief  
Executive Officer