

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

TWAIN MARK BANCSHARES INC

CIK: **100307** | IRS No.: **430895344** | State of Incorpor.: **MO** | Fiscal Year End: **1231**
Type: **8-A12B** | Act: **34** | File No.: **001-12101** | Film No.: **96620375**
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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

MARK TWAIN BANCSHARES, INC.
(Exact name of registrant as specified in its charter)

Missouri
(State of
incorporation or organization)

43-0895344
(I.R.S. Employer
Identification No.)

8820 Ladue Road
St. Louis, Missouri
(Address of Principal Executive Offices)

63124
(Zip Code)

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(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, \$1.25 Par Value Per Share	New York Stock Exchange, Inc.

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

none

(Title of Class)

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

(a) Capital Stock.

This registration statement relates only to the Registrant's Common Stock, as to which Registrant has made an original listing application with the New York Stock Exchange, Inc. As of the date this registration statement is filed, the Exchange has approved the Common Stock for listing; however, the Common Stock is not yet so listed.

Authorized Capital Stock. The Registrant is authorized to issue 30,000,000 shares of Common Stock, \$1.25 par value per share; the Registrant also is authorized to issue 500,000 shares of Preferred Stock, par value \$25.00 per share, in such series and having such preferences and rights as may be designated by the Board of Directors from time to time. No Preferred Stock is outstanding on the date of this registration statement.

Dividend Rights. The holders of the Registrant's Common Stock are entitled to dividends to the extent funds are legally available and the Board of Directors declares payment.

Conversion Rights. The Common Stock is not convertible into another security.

Sinking Fund Provisions. There is no sinking fund applicable to the Common Stock.

Redemption Rights. Holders of Common Stock have no redemption rights.

Voting Rights. Each holder of the Registrant's Common Stock is entitled to one vote for each share held on all matters to come before the shareholders, other than the election of directors. Cumulative voting for directors is required by the by-laws of the Registrant. Each shareholder is entitled to cast as many votes in the aggregate as shall equal the number of shares of Common Stock held by such shareholder, multiplied by the number of directors to be elected, and each shareholder may cast the whole number of such shareholder's votes for one candidate or distribute them among two or more candidates.

Classification of the Board. The Board of Directors, presently consisting of eleven directors, is classified into three groups, each group as nearly equal in number as may be and elected for staggered three year terms. The classification of the Board adversely affects the shareholders' ability to replace all of the incumbent directors at any single annual meeting of shareholders, and increases the number of votes required to elect any specific number of directors pursuant to the exercise of cumulative voting rights.

Liquidation Rights. If the Registrant were liquidated, the holders of the Registrant's Common Stock would be entitled to receive the net assets of the Registrant, after payment to creditors, in proportion to the respective number of shares held by them, provided that if Preferred Stock then is outstanding, the holders thereof could be entitled to payments prior to, or in participation with, the holders of Common Stock, depending upon the rights and preferences enjoyed by such Preferred holders.

Preemptive Rights. The holders of the Registrant's Common Stock do not have any preemptive rights to subscribe or to purchase any shares of Common Stock or any other securities which may be issued by the Registrant.

Liability for Calls and Assessments. All of the outstanding shares of the Common Stock of the Registrant are fully paid and nonassessable. The Common Stock is not subject to capital calls.

Restrictions on Alienability. The Registrant imposes no restrictions on the alienability of the Common Stock. Restrictions may be imposed, or enforced, by the Registrant in particular cases where the holder has agreed to be restricted, or where necessary to comply with applicable securities laws; the Registrant's practice is to place legends upon any certificates representing shares which are so restricted.

Discriminatory Provisions. The Registrant's Articles of Incorporation and By-Laws contain no provision which discriminates against any holder of a substantial percentage of the outstanding Common Stock.

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Potential Effects Relating to Change of Control. The authorized but unissued shares of Common Stock and Preferred Stock may be issued by the Board of Directors from time to time without the consent of the shareholders. The voting powers, dividends, rights upon liquidation, and other designations, preferences, and rights of any series of Preferred Stock which may be issued are to be set forth in an authorizing resolution adopted by the Board of Directors and filed

with the Secretary of State of Missouri. Preferred Stock issued under such an authorizing resolution may have dividend rights, special voting rights, and other priorities over the Common Stock. Shares of either class could be issued in an attempt to dilute the economic and voting power of any person seeking control of the Registrant against the wishes of the Registrant's Board of Directors, or in other circumstances which would make attempts to take control of the Registrant without Board approval more difficult. In addition, the classification of the Board, described above, could have the effect of delaying the ability of a controlling shareholder to elect a majority of the Board. Also, federal banking laws regulate the ability of a person or group of persons to obtain control of a bank or bank holding company, including the Registrant.

(b) - (f) Not applicable.

Item 2. Exhibits.

Pursuant to the second Instruction as to Exhibits, the following exhibits are filed with the New York Stock Exchange, Inc. with this registration statement (or have previously been filed with such Exchange), but are not filed with, nor incorporated by reference in, the filing of this registration statement with the Securities and Exchange Commission.

- 1 - Annual Report on Form 10-K for the year ended December 31, 1995
- 2 - Quarterly Report on Form 10-Q for the quarter ended March 31, 1996; Current Reports on Form 8-K dated April 11 and July 11, 1996
- 3 - Proxy Statement dated March 18, 1996
- 4 - Restated Articles of Incorporation and Restated By-Laws of Mark Twain Bancshares, Inc., and all amendments
- 5 - Specimen certificate for Common Stock
- 6 - 1995 Annual Report to stockholders

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SIGNATURES

Pursuant to the requirements 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.

MARK TWAIN BANCSHARES, INC.
(Registrant)

Date: August 26, 1996

By: /s/ KEITH MILLER

Keith Miller
Executive Vice President -
Chief Financial Officer

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