

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-A12G

Form for registration of a class of securities pursuant to section 12(g)

Filing Date: **1998-01-05**  
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### FILER

#### **MYERS STEVEN & ASSOCIATES INC**

CIK: **1050031** | IRS No.: **330080929** | State of Incorporation: **CA** | Fiscal Year End: **1231**  
Type: **8-A12G** | Act: **34** | File No.: **000-23585** | Film No.: **98500872**  
SIC: **8742** Management consulting services

#### Mailing Address

4695 MACARTHUR COURT  
8TH FLOOR  
NEWPORT BEACH CA 92660

#### Business Address

4695 MACARTHUR COURT  
8TH FLOOR  
NEWPORT BEACH CA 92660  
7149751550

FORM 8-A

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF  
SECURITIES PURSUANT TO SECTION 12(b) OR (g)  
OF THE SECURITIES EXCHANGE ACT OF 1934

STEVEN MYERS & ASSOCIATES, INC.

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

California

33-0080929

-----  
(State of incorporation  
or organization)

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

4695 MacArthur Court, Eighth Floor, Newport Beach, California

92660

-----  
(Address of principal executive offices)

-----  
(Zip Code)

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

<TABLE>

<CAPTION>

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

<S>

<C>

None

</TABLE>

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

Common Stock, no par value

-----  
(Title of Class)

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

-----  
A description of the Common Stock to be registered hereunder is contained in the section entitled "Description of Capital Stock," commencing at page 41 of Registrant's Registration Statement on Form S-1 (No. 333-40725) as filed with the Securities and Exchange Commission on November 21, 1997, and as amended from time to time, and such description is incorporated herein by reference.

ITEM 2. EXHIBITS.  
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Exhibit Number -----	Description -----	Location -----
3.1	Articles of Incorporation of Registrant as amended and restated.	(1)
3.2	Bylaws of the Registrant, as amended.	(1)
4.1	Specimen Common Stock Certificate	(1)

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(1) Incorporated by reference to the similarly numbered exhibit to Registrant's Registration Statement on Form S-1 (No. 33-40725) filed with the Securities and Exchange Commission on November 21, 1997, as amended from time to time.

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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, thereto duly authorized.

Dated: January 5, 1998

STEVEN MYERS & ASSOCIATES, INC.

By: /s/ RONALD A. HUNN

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Ronald A. Hunn  
Chief Financial Officer

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