

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: **1994-02-10**
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FILER

CHIQUITA BRANDS INTERNATIONAL INC

CIK: **101063** | IRS No.: **041923360** | State of Incorporation: **NJ** | Fiscal Year End: **1231**
Type: **8-A12B** | Act: **34** | File No.: **001-01550** | Film No.: **94506045**
SIC: **2011** Meat packing plants

Business Address
250 E FIFTH ST
CINCINNATI OH 45202
5137848011

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

CHIQUITA BRANDS INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

<TABLE>

<S>

NEW JERSEY

<C>

04-1923360

(State of incorporation or organization)

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

</TABLE>

250 EAST FIFTH STREET, CINCINNATI, OHIO 45202

(Address of principal executive offices) (Zip Code)

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

<TABLE>

<S>

Title of each class
to be so registered

<C>

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

</TABLE>

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

NONE

(Title of Class)

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The description of the Registrant's \$2.875 Non-Voting Cumulative Preferred Stock, Series A, par value \$1.00 per share (the "Series A Preferred Stock"), set forth under the caption "Description of Series A Preferred Stock" in the Registrant's Prospectus Supplement dated February 8, 1994 to Prospectus dated January 28, 1994, forming a part of the Registrant's Registration Statement on Form S-3 No. 33-51995, is incorporated by reference herein.

Item 2. Exhibits.

The following exhibits are filed as part of this registration statement:

- 2.1 -- Form of Certificate of Amendment to the Restated Certificate of Incorporation of Chiquita Brands International, Inc.*
- 2.2 -- Restated Certificate of Incorporation, as amended, of Chiquita Brands International, Inc.**
- 2.3 -- By-Laws, as amended, of Chiquita Brands International, Inc.**

* Filed as an exhibit to the Registrant's Current Report on Form 8-K, Commission File No. 1-1550, dated February 8, 1994, and incorporated by reference herein.

** Filed as an exhibit to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1992 and incorporated by reference herein.

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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.

CHIQUITA BRANDS INTERNATIONAL, INC.

/s/ William A. Tsacalis

William A. Tsacalis
Vice President and Controller

February 9, 1994