

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D1/A

Tender offer statement. [amend]

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SUBJECT COMPANY

PS PARTNERS VIII LTD

CIK:**793934** | IRS No.: **954029178** | State of Incorpor.:**CA** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-42328** | Film No.: **96620608**
SIC: **6519** Lessors of real property, nec

Mailing Address
701 WESTERN AVE
SUITE 200
GLENDALE CA 91201

Business Address
701 WESTERN AVE
SUITE 200
GLENDALE CA 91201-2397
8182448080

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FILED BY

PUBLIC STORAGE INC /CA

CIK:**318380** | IRS No.: **953551121** | State of Incorpor.:**CA** | Fiscal Year End: **1231**
Type: **SC 14D1/A**
SIC: **6798** Real estate investment trusts

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3 TO
STATEMENT ON SCHEDULE 14D-1

Amendment to Tender Offer Statement Pursuant to Section 14(d) (1) of
the Securities Exchange Act of 1934

AMENDMENT NO. 3 TO
STATEMENT ON SCHEDULE 13D

Under the Securities Exchange Act of 1934

PS PARTNERS VIII, LTD.,
A CALIFORNIA LIMITED PARTNERSHIP
(Name of Subject Company)

Public Storage, Inc.
(Bidder)

Units of Limited Partnership Interest
(Title of Class of Securities)

NONE
(CUSIP Number of Class of Securities)

DAVID GOLDBERG
Public Storage, Inc.
701 Western Avenue, Suite 200,
Glendale, California 91201-2397
(818) 244-8080

Introduction

This statement is Amendment No. 3 to the Schedule 14D-1 which was filed by Public Storage, Inc. ("PSI") with the Securities and Exchange Commission on July 8, 1996, as previously amended by Amendment No. 1 dated July 29, 1996 and Amendment No. 2 dated August 12, 1996, with respect to the offer by PSI to purchase up to 15,825 of the limited partnership units ("Units") in PS Partners VIII, Ltd., a California Limited Partnership (the "Partnership") at a net cash price per Unit of \$320. Capitalized terms used in this Amendment No. 3 and not otherwise defined shall have the meanings set forth in the Offer to Purchase dated July 8, 1996 and related Letter of Transmittal.

This statement also constitutes Amendment No. 3 to Statement on Schedule 13D dated January 27, 1995, as previously amended and restated by Amendment No. 1 dated April 1, 1996 and amended by Amendment No. 2 (which was the Schedule 14D-1 filed on July 8, 1996), filed by PSI.

The Offer to Purchase expired on August 19, 1996 at 5:00 p.m., New York City time. At the expiration of the Offer, 6,537 Units (representing approximately 12.4% of the outstanding Units) had been tendered pursuant to the Offer.

Item 6. Interest in Securities of the Subject Company.

Items 6(a) and (b) are hereby amended as follows:

On August 19, 1996, PSI accepted for payment the 6,537 Units that had been validity tendered and not withdrawn pursuant to its Offer. PSI has instructed the Depository to pay for such Units in accordance with the procedures set forth in its Offer to Purchase.

As a result of this purchase of Units, as of August 19, 1996, PSI beneficially owned 28,008 Units (approximately 53.1%) of the outstanding Units of the Partnership.

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 23, 1996

PUBLIC STORAGE, INC.

By: /s/ HARVEY LENKIN

Harvey Lenkin
President

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