

# 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: **1996-08-26**  
SEC Accession No. **0000898430-96-004063**

([HTML Version](#) on [secdatabase.com](#))

### FILER

#### WASHINGTON CONSTRUCTION GROUP INC

CIK: **906469** | IRS No.: **330565601** | State of Incorpor.: **DE** | Fiscal Year End: **0831**  
Type: **8-A12B** | Act: **34** | File No.: **001-12054** | Film No.: **96620734**  
SIC: **1600** Heavy construction other than bldg const - contractors

Mailing Address  
27400 EAST FIFTH ST  
HIGHLAND CA 92346

Business Address  
27400 E FIFTH ST  
HIGHLAND CA 92346  
9098844811

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

WASHINGTON CONSTRUCTION GROUP, INC.  
-----

(Exact Name of registrant as specified in its charter)

Delaware  
-----

(State of incorporation or organization)

27400 East 5th Street,  
Highland, California  
-----

(Address of principal executive offices)

33-0565601  
-----

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

92346  
-----

(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  
-----

Warrants to purchase Common Stock,  
par value \$0.01 per share

New York Stock Exchange, Inc.

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

None

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

On May 28, 1996, Washington Construction Group, Inc., a Delaware

corporation (the "Registrant"), and Morrison Knudsen Corporation, a Delaware corporation ("MK"), entered into a Restructuring and Merger Agreement (the "Merger Agreement") providing for the merger (the "Merger") of MK with and into the Registrant, with the Registrant continuing as the surviving corporation (the "Combined Company"). Upon consummation of the Merger, the Registrant's name will be changed to Morrison Knudsen Corporation, as set forth in the form of Restated and Amended Certificate of Incorporation attached hereto as Exhibit 3.2. The Restated and Amended Certificate of Incorporation (and the name change) will be effective upon the effective time of the Merger (the "Effective Time"). Pursuant to the Merger Agreement, among other things, the Registrant will distribute to holders of record of MK's common stock, par value \$1.67 per share on August 26, 1996 warrants (the "Warrants") to purchase an aggregate of 2,765,000 shares of the Registrant's common stock, par value \$0.01 per share (the "Common Stock"). A copy of the Merger Agreement is attached hereto as Exhibit 4.1 and is incorporated herein by reference in its entirety.

Each Warrant will entitle the holder thereof to acquire one share of Common Stock at an exercise price of \$12.00 per share, subject to adjustment in certain circumstances as provided in the Warrant Agreement, which is attached hereto as Exhibit 4.2 and is incorporated herein by reference in its entirety.

The number and kind of securities purchasable upon the exercise of the Warrants and the exercise price thereof will be subject to adjustment upon the occurrence of certain events as set forth in the Warrant Agreement, including the issuance of Common Stock or other shares of capital stock as a dividend or distribution on the Common Stock; subdivisions, reclassifications and combinations of the Common Stock; the issuance to all holders of Common Stock of certain rights, options or warrants entitling them to subscribe for or purchase Common Stock at less than the then-current market price of the Common Stock (as determined in accordance with the Warrant Agreement); the distribution to holders of Common Stock of evidences of indebtedness or assets of the Combined Company or any entity controlled by the Combined Company (excluding cash dividends or cash distributions from consolidated earnings or surplus legally available for such dividends or distributions); the distribution to holders of Common Stock of shares of capital stock of any entity controlled by the Combined Company; the issuance of shares of Common Stock for less consideration than the then-current market price of the Common Stock; the issuance of securities convertible into or exchangeable or exercisable for shares of Common Stock or rights to subscribe for such securities, for a consideration per share of Common Stock deliverable on such conversion, exchange or exercise that is less than the then-current market price thereof (although no adjustment in such shares or exercise price will be required in connection with the issuance of the Common Stock, options, rights, warrants or other securities pursuant to MK's Plan of Reorganization (the "Plan"), any plan adopted by the Combined Company or any entity controlled by the Combined Company for the benefit of employees or directors, or any share purchase rights plan adopted by the Combined Company; the issuance of shares of Common Stock or securities convertible into or exchangeable for shares of Common Stock pursuant to

an underwritten public offering satisfying specified criteria; sales of Common

Stock pursuant to a plan adopted by the Combined Company for the reinvestment of dividends or interest; the issuance of shares of Common Stock to shareholders of any corporation which is acquired by, merged into or made a part or subsidiary of the Combined Company in an arm's-length transaction; or a change in the par value of Common Stock). Additionally, no adjustment will be required if in connection with any of the events otherwise giving rise to an adjustment the holders of the Warrants receive such rights, securities or assets as such holders would have been entitled had the Warrants been exercised immediately prior to such event, and no adjustment will be required unless such adjustment would require a change in the aggregate number of shares of Common Stock issuable upon the hypothetical exercise of a Warrant of at least 1% (but any adjustment requiring a change of less than 1% will be carried forward and taken into account in any subsequent adjustment).

The Combined Company may at its option, at any time during the term of the Warrants, reduce the then current exercise price to any amount deemed appropriate by the Board of Directors of the Combined Company. The Combined Company and Norwest Bank Minnesota, N.A., who is expected to serve as registrar and warrant agent for the Warrants (the "Warrant Agent"), may from time to time supplement or amend the Warrant Agreement without approval of any holder to cure, among other things, any ambiguity or to correct or supplement any provision, to comply with the requirements of any national securities exchange or The Nasdaq National Market, to delete the aforementioned provision allowing the directors to reduce the exercise price or to make any other provisions in regard to matters or questions arising under the Warrant Agreement which the Combined Company and the Warrant Agent may deem necessary or desirable and which shall not be inconsistent with the provisions of the Warrants and the Warrant Agreement. Any other supplement or amendment to the Warrant Agreement may be made with the approval of the holders of a majority of the then outstanding Warrants; provided, however, that any such amendment or supplement which (i) increases the exercise price; (ii) decreases the number of shares of Common Stock issuable upon exercise of a Warrant; or (iii) shortens the period during which the Warrants may be exercised requires the consent of each holder of a Warrant affected thereby.

The Warrants will be exercisable at any time from 9:00 a.m., New York City time, on the Effective Time to 5:00 p.m. New York City time, on the date which is six and one-half years after the Effective Time (the "Exercise Period"). Each Warrant not exercised prior to the expiration of the Exercise Period will become void, and all rights thereunder and in respect thereof under the Warrant Agreement will cease on the expiration of the Exercise Period.

Under the Warrant Agreement, the Combined Company is not obligated to furnish holders of the Warrants with quarterly, annual or other reports regarding the Combined Company, although it may do so in its sole discretion and intends to do so to the extent required by applicable law or any securities exchange on which the Warrants may be listed or any quotation system in which they may be included.

Item 2. Exhibits.

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

<TABLE>  
<CAPTION>

Exhibit Number -----	Exhibit Title or Description -----
<S>	<C>
3.1*	Restated and Amended Certificate of Incorporation of the Registrant.
3.2**	Form of Restated and Amended Certificate of Incorporation of the Registrant to be effective upon the effective time of the Merger.
3.3***	Bylaws of the Registrant.
3.4**	Form of Restated and Amended Bylaws to be effective upon the effective time of the Merger.
4.1**	Restructuring and Merger Agreement dated as of May 28, 1996 by and between the Registrant and Morrison Knudsen Corporation.
4.2**	Form of Warrant Agreement by and between the Registrant and Norwest Bank Minnesota, N.A., as Warrant Agent, including form of specimen certificate for the Registrant's Warrants attached as Exhibit A thereto.
4.3*	Form of Registration Rights Agreement by and between the Registrant and the holders of stock to be listed on Schedule I thereto.

</TABLE>

-----

- \* Incorporated by reference to Exhibit 1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended February 29, 1996.
- \*\* Incorporated by reference to Exhibits 1 through 5 to the Registrant's Proxy Statement for the Special Meeting to be held on September 11, 1996 filed with the Securities and Exchange Commission on Schedule 14A on August 22, 1996.
- \*\*\* Incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form S-4 (No. 33-63862) dated June 3, 1993, as amended.

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, thereunto duly authorized.

Dated: August 26, 1996

WASHINGTON CONSTRUCTION GROUP, INC.

/s/ Gregory J. Rutherford

-----  
By: Gregory J. Rutherford  
Vice President and Chief Financial  
Officer

EXHIBIT INDEX

<TABLE>  
<CAPTION>

EXHIBIT NUMBER -----	DESCRIPTION OF EXHIBIT -----
<S>	<C>
3.1*	Restated and Amended Certificate of Incorporation of the Registrant.
3.2**	Form of Restated and Amended Certificate of Incorporation of the Registrant to be effective upon the effective time of the Merger.
3.3***	Bylaws of the Registrant.
3.4**	Form of Restated and Amended Bylaws to be effective upon the effective time of the Merger.
4.1**	Restructuring and Merger Agreement dated as of May 28, 1996 by and between the Registrant and Morrison Knudsen Corporation.
4.2**	Form of Warrant Agreement by and between the Registrant and Norwest Bank Minnesota, N.A., as Warrant Agent, including form of specimen certificate for the Registrant's Warrants attached as Exhibit A thereto.
4.3*	Form of Registration Rights Agreement by and between the Registrant and the holders of stock to be listed on Schedule I thereto.

</TABLE>

-----  
\* Incorporated by reference to Exhibit 1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended February 29, 1996.

\*\* Incorporated by reference to Exhibits 1 through 5 to the Registrant's Proxy Statement for the Special Meeting to be held on September 11, 1996 filed

with the Securities and Exchange Commission on Schedule 14A on August 22, 1996.

\*\*\* Incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form S-4 (No. 33-63862) dated June 3, 1993, as amended.