

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

STAR BANC CORP /OH/

CIK: **36678** | IRS No.: **310838189** | State of Incorporation: **OH** | Fiscal Year End: **1231**
Type: **8-A12B** | Act: **34** | File No.: **001-11321** | Film No.: **94522977**
SIC: **6021** National commercial banks

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UNITED STATES
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

STAR BANC CORPORATION
(Exact name of registrant as specified in its charter)

Ohio	31-0838189
(State of Incorporation or organization)	(I.R.S. Employer Identification No.)
425 Walnut Street, Cincinnati, Ohio	45202
(Address of Principal Executive Offices)	(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
Common Stock	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
Common Stock, \$5.00 Par Value

The capital stock of Star Banc Corporation (the "Corporation") to be registered on the New York Stock Exchange, Inc. (the "Exchange"), is the Corporation's Common Stock with a par value of \$5.00 per share. Holders of shares of Common Stock are entitled to be paid dividends that may be declared on the Common Stock in an equal amount to the holder of each share. Cumulative voting for the election of directors is not permitted. The Common Stock does not carry any sinking fund provisions, nor any redemption provisions. Stockholders of record are entitled to cast one vote for each share held on all

matters presented for a vote of the stockholders. The Common Stock does not carry any liquidation rights, preemption rights, restrictions on alienability, nor discriminating provisions against any existing or prospective holder of such securities, except as set forth in the Articles of Incorporation of the Corporation and summarized below. Holders of shares of Common Stock are not held liable for actions or inactions of the Corporation under the General Corporation laws of the State of Ohio.

Certain provisions of the Corporation's Articles of Incorporation were designed to make the Corporation a less attractive target for acquisition by an outsider who does not have the support of the Corporation's directors. These provisions: (1) provide that special meetings of stockholders may be called by resolution of the Board of Directors, or the Chief Executive Officer, or by holders of fifty percent (50%) of the outstanding shares of the Corporation; (2) provide that the Articles of Incorporation cannot be amended, altered or repealed without the affirmative vote of eighty percent (80%) of the outstanding common shares of the Corporation, which vote must include the affirmative vote of at least fifty percent (50%) of the outstanding common stock held by shareholders other than a Related Person, if any (defined as a holder of at least twenty percent (20%) of the Corporation's voting stock, with certain exceptions); (3) provide that "Business Combinations" with a Related Person must be approved by the holders of eighty percent (80%) of the voting power of the outstanding Common shares and also by the holders of fifty percent (50%) of such voting power not held by the Related Person, unless (a) the Business Combination was approved by the Board of Directors either (i) prior to the acquisition by such Related Person of the beneficial ownership of twenty percent (20%) or more of the outstanding shares of Common Stock or (ii) after such acquisition, so long as three-fourths or more of the Corporation's Board of Directors approved such acquisition prior to its being consummated; or (b) the Business Combination is solely between the Corporation and another corporation fifty percent (50%) or more of the voting stock of which is owned by the Corporation and none of which is owned by a Related Person, provided that each stockholder of the Corporation receives the same type of consideration in such transaction in proportion to his stockholding; or (c) certain minimum "fair price" requirements are met.

Item 2.

Exhibits

1. All exhibits required by Instruction II to Item 2 will be supplied to the New York Stock Exchange.

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.

STAR BANC CORPORATION

Dated April 15, 1994
By /s/ F. Kristen Koepcke
F. Kristen Koepcke
Vice President, Secretary and General Counsel