

SECURITIES AND EXCHANGE COMMISSION

FORM 8-B12B

Registrations of Securities of certain successor issuers

Filing Date: **1996-11-14**
SEC Accession No. **0001009526-96-000001**

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

FILER

MIDAMERICAN ENERGY HOLDINGS CO

CIK: **1009526** | IRS No.: **421451822** | State of Incorporation: **IA** | Fiscal Year End: **1231**
Type: **8-B12B** | Act: **34** | File No.: **001-12459** | Film No.: **96663845**
SIC: **4900** Electric, gas & sanitary services

Mailing Address

*PO BOX 657
DES MOINES IA 50303-0657*

Business Address

*666 GRAND AVE
PO BOX 657
DES MOINES IA 50303-0657
5152424300*

FORM 8-B

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

REGISTRATION OF SECURITIES OF CERTAIN SUCCESSOR ISSUERS
FILED PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

MidAmerican Energy Holdings Company
(Exact name of registrant as specified in its charter)

Iowa
(State of incorporation)

42-1451822
(I.R.S. Employer
Identification No.)

666 Grand Avenue, P. O. Box 657, Des Moines, Iowa
(Address of principal executive offices)

50303-0657
(Zip Code)

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

Title of each class to be so registered

Common Stock, No Par Value

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

New York Stock Exchange, Inc.

Item 1. General Information

MidAmerican Energy Holdings Company ("Company") was organized on January 24, 1996 as a corporation under the laws of the State of Iowa. The Company's fiscal year ends on the 31st day of December.

Item 2. Transaction of Succession

(a) The Company's predecessor, MidAmerican Energy Company, an Iowa corporation ("MidAmerican"), has securities registered pursuant to Section 12(b)

of the Securities Exchange Act of 1934, as amended (the "Act"). Upon consummation of the Share Exchange (as defined below), MidAmerican intends to terminate such registration with respect to its common stock, no par value ("MidAmerican Common Stock").

(b) Upon the effectiveness of the Articles of Exchange filed by the Company with the Secretary of State of the State of Iowa on December 1, 1996 (the "Effective Date"), each share of MidAmerican Common Stock then outstanding will be exchanged on a share-for-share basis for shares of the common stock of the Company having no par value ("Company Common Stock"). MidAmerican has already obtained the requisite approval of holders of a majority of the outstanding shares of MidAmerican Common Stock, and the approval of various regulatory authorities. As a result of the share exchange as described above ("Share Exchange"), the holders of MidAmerican Common Stock will receive one share of Company Common Stock in exchange for each share of MidAmerican Common Stock. MidAmerican will become a wholly-owned subsidiary (as defined in Rule 12b-2 promulgated under the Act) of the Company, and the Company will replace MidAmerican as the publicly held corporation as of the Effective Date.

Item 3. Securities to be Registered

The number of shares of Company Common Stock presently authorized is 350,000,000 of which 100,751,713 shares will be issued at the effective time of the Share Exchange and none of which shares will be held by or for the account of the registrant.

Item 4. Description of Registrant's Securities to be Registered

The description of the securities to be registered is set forth in under the caption "Holdings Capital Stock" on page 37 of the Proxy Statement/Prospectus dated March 18, 1996 ("Proxy Statement/Prospectus") contained in the Company's registration statement on Form S-4 (Registration No. 333-01645) (the "Registration Statement") (incorporated by reference herein) and such description is incorporated herein by reference and is being filed herewith pursuant to Rule 12b-23 under the 1934 Act.

Item 5. Financial Statement and Exhibits

(a) Financial Statements

No financial statements are required to be filed herewith because the consolidated capital structure and balance sheet of the Company immediately after consummation of the Share Exchange will be substantially the same as that of MidAmerican immediately prior to consummation of the Share Exchange.

(b) Exhibits

1. The Agreement and Plan of Exchange is contained in the Proxy Statement/Prospectus incorporated herein by reference.
2. The Proxy Statement/Prospectus is incorporated herein by reference to the Registration Statement, of which the Proxy Statement/Prospectus is a part.
3. The information under the caption "Holdings Capital Stock" contained in the Proxy Statement/Prospectus is incorporated herein by reference in Item 4 above.

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

MIDAMERICAN ENERGY HOLDINGS COMPANY

By /s/ Paul J. Leighton

Name: Paul J. Leighton
Title: Corporate Secretary

Dated: November 11, 1996