

SECURITIES AND EXCHANGE COMMISSION

FORM 8-A12G

Form for registration of a class of securities pursuant to section 12(g)

Filing Date: **1999-07-27**
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FILER

PACIFIC COMMUNITY BANKING GROUP

CIK: **1057159** | IRS No.: **330778067** | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **8-A12G** | Act: **34** | File No.: **000-26831** | Film No.: **99670799**
SIC: **6022** State commercial banks

Mailing Address
23332 MILL CREEK DRIVE
SUITE 230
LAGUNA HILLS CA 92653

Business Address
23332 MILL CREEK DR
STE 230
LAGUNA HILLS CA 92653
9494604540

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

PACIFIC COMMUNITY BANKING GROUP

(Exact name of registrant as specified in its charter)

California

33-0778067

(State of Incorporation)

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

23332 Mill Creek Drive, Suite 230, Laguna Hills, California 92653

(Address of principal executive offices and ZIP Code)

IF THIS FORM RELATES TO THE REGISTRATION OF A CLASS OF DEBT SECURITIES AND IS EFFECTIVE UPON FILING PURSUANT TO GENERAL INSTRUCTION A.(c)(1), PLEASE CHECK THE FOLLOWING BOX. / /

IF THIS FORM RELATES TO THE REGISTRATION OF A CLASS OF DEBT SECURITIES AND IS TO BECOME EFFECTIVE SIMULTANEOUSLY WITH THE EFFECTIVENESS OF A CONCURRENT REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 PURSUANT TO GENERAL INSTRUCTION A.(c)(2), PLEASE CHECK THE FOLLOWING BOX. / /

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

None

None

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

Common Stock

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

Incorporated by reference to the section entitled "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1, File No. 333-76403 which includes a prospectus to be filed under Rule 424(b) of the Securities Act of 1933, as amended.

ITEM 2. EXHIBITS

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

- 1.1 Specimen Stock Certificate for Registrant's Common Stock. (1)
- 2.1 Articles of Incorporation of Registrant, as amended. (2)
- 2.2 Certificate of Amendment to Articles of Incorporation of Registrant. (3)
- 2.3 Restated Bylaws of Registrant, as amended. (4)
- 2.4 Form of Warrant to Purchase Stock of Pacific Community Banking Group. (5)
- 2.5 Registrant's 1999 Stock Option Plan. (6)
- 2.6 Shareholder Agreement. (7)

-
- (1) Incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 filed on July 6, 1999, File No. 333-76403.
 - (2) Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 filed on April 16, 1999, File No. 333-76403.
 - (3) Incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 filed on April 16, 1999, File No. 333-76403.
 - (4) Incorporated by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form S-1 filed on April 16, 1999, File No. 333-76403.
 - (5) Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 filed on April 16, 1999, File No. 333-76403.
 - (6) Incorporated by reference to Exhibit 10.4 to Amendment No. 4 to the Registrant's Registration Statement on Form S-1 filed on July 27, 1999, File No. 333-76403.

- (7) Incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 filed on April 16, 1999, File No. 333-76403.

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.

Dated: July 27, 1999.

Pacific Community Banking Group

By: /s/ E. Lynn Caswell

E. Lynn Caswell, Chief Executive
Officer and Chairman

INDEX TO EXHIBITS

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