

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

APEX MORTGAGE CAPITAL INC

CIK: **1045956** | IRS No.: **954650863**
Type: **8-A12B** | Act: **34** | File No.: **001-13637** | Film No.: **99670829**
SIC: **6798** Real estate investment trusts

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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

APEX MORTGAGE CAPITAL, INC.

(Exact name of registrant as specified in its charter)

Maryland

95-4650863

(State of Incorporation or Organization)

(I.R.S. Employer
Identification Number)

865 South Figueroa Street, Los Angeles, California

90017

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the
registration of a class of
securities pursuant to Section
12(b) of the Exchange Act and is
effective pursuant to General
Instruction A.(c), please check the
following box. /X/

If this form relates to the
registration of a class of
securities pursuant to Section
12(g) of the Exchange Act and is
effective pursuant to General
Instruction A.(d), please check
the following box. / /

Securities Act registration statement file number
to which this form relates: _____

(if applicable)

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

PREFERRED STOCK PURCHASE RIGHTS

NEW YORK STOCK EXCHANGE

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

none

(Title of Class)

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

A description of the Preferred Stock Purchase Rights of Apex Mortgage Capital, Inc. (the "Company") is contained in a Current Report on Form 8-K, dated June 30, 1999 and filed with the Securities and Exchange Commission (the "SEC") on July 27, 1999, and such description is incorporated herein by reference.

ITEM 2. EXHIBITS.

<TABLE>

<CAPTION>

Exhibit No.

Description

<S>

<C>

1

Shareholder Rights Agreement between the Company and The Bank of New York, as Rights Agent (including as Exhibit A the form of Articles Supplementary relating to the underlying Series A Junior Participating Preferred Stock; as Exhibit B the form of Rights Certificate; and as Exhibit C the Summary of Rights) (previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, dated June 30, 1999 and filed July 27, 1999 and incorporated herein by reference).

</TABLE>

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.

APEX MORTGAGE CAPITAL, INC.

(Registrant)

Date: July 27, 1999

By: /s/ Philip A. Barach

Philip A. Barach
President and Chief Executive Officer

2