

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

RJR NABISCO HOLDINGS CORP

CIK: **847903** | IRS No.: **133490602** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-A12B** | Act: **34** | File No.: **001-10215** | Film No.: **94523477**
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Business Address
*1301 AVE OF THE AMERICAS
NEW YORK NY 10019-6013
2122585600*

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

RJR NABISCO HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

Delaware

13-3490602

(State of incorporation
or organization)

(IRS Employer
Identification No.)

1301 Avenue of the Americas
New York, New York

10019

(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

Series C Depositary Shares

New York Stock
Exchange, Inc.

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

None

(Title of class)

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

A description of the Series C Depositary Shares, each representing one-tenth of a share of Series C Conversion Preferred Stock of RJR Nabisco Holdings Corp. (the "Company"), to be registered is contained in the Prospectus to be filed pursuant to Rule 424(b) under the Securities Act of 1933 that relates to the Registration Statement on Form S-3 (File No. 33-52381) of the Company, filed with the Securities and Exchange Commission, as amended, which description is incorporated herein by reference. The name of the Depositary for the Series C Depositary Shares is First Chicago Trust Company of New York. Except as set forth in such Prospectus, there is no material relationship between the registrant and the Depositary. The Series C Depositary Shares will be listed on the New York Stock Exchange, Inc. for regular way trading.

Item 2. Exhibits.

Exhibit No.

Description

- | | |
|------|--|
| 2(a) | Form of Certificate of Designation of Series C Conversion Preferred Stock (filed as Exhibit 4.1(h) to Amendment No. 4 to the Registration Statement on Form S-3 of RJR Nabisco Holdings Corp., Registration No. 33-52381, filed April 14, 1994, and incorporated herein by reference). |
| 2(b) | Form of Deposit Agreement between RJR Nabisco Holdings Corp. and First Chicago Trust Company of New York, as Depositary (filed as Exhibit 4.2 to Amendment No. 3 to the Registration Statement on Form S-3 of RJR Nabisco Holdings Corp., Registration No. 33-52381, filed April 1, 1994, and incorporated herein by reference). |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement or amendment thereto to be signed on its behalf by the undersigned, thereto duly authorized.

RJR NABISCO HOLDINGS CORP.
(Registrant)

By:

Jo-Ann Ford
Vice President and Assistant
General Counsel

Date: