

# 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

#### CALIFORNIA WATER SERVICE CO

CIK: **16422** | IRS No.: **940362795** | State of Incorporation: **CA** | Fiscal Year End: **1231**  
Type: **8-A12B** | Act: **34** | File No.: **001-11309** | Film No.: **94516760**  
SIC: **4941** Water supply

#### Mailing Address

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SAN JOSE CA 95112*

#### Business Address

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SAN JOSE CA 95112  
4084518200*

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

California Water Service Company

(Exact name of registrant as specified in its charter)

California

94-0362795

(State of incorporation or organization)

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

1720 North First Street, San Jose, California

95112

(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, No Par Value

New York Stock Exchange

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

Common Stock

(Title of Class)

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

Common Stock, No Par Value

The capital stock of California Water Service Company (the "Company" or "Registrant") to be registered on the New York Stock Exchange, Inc. (the "Exchange") is the Registrant's Common Stock without par value. Holders of Common Stock are entitled to one vote per share at all meetings of stockholders. Dividends that may be declared on the Common Stock will be paid in an equal amount to the holder of each share. No pre-emptive rights are conferred upon the holders of such stock and there are no liquidation or conversion rights. Nor are there any redemption or sinking fund provisions and there is no liability to further calls or to assessments by the Registrant.

Certain provisions of the Company's By-Laws were designed to make the Company a less attractive target for acquisition by an outsider who does not have the support of the Company's directors. These provisions: (1) provide that only the Board of Directors, the Chairman of the Board, the President or the holders of shares entitled to cast not less than 10% of the votes at the meeting have the power to call a Special Meeting of shareholders; (2) provide that the shareholders may amend the Company's by-laws only by the affirmative vote of a majority of the votes entitled to be cast by the outstanding voting shares; (3) provide that any shareholder approval at a meeting, other than unanimous approval, on certain matters (including a proposal to approve certain business transactions and a proposal to amend the Articles of Incorporation) shall be valid only if the general nature of the proposal was stated in the notice of meeting or in any written waiver of notice; and (4) provide that directors may only be removed by the affirmative vote of a majority of the votes entitled to be cast by the outstanding voting shares at an election of directors, except that (a) no director may be removed (unless the entire Board is removed) when the votes cast against removal, or not consenting in writing to such removal, would be sufficient to elect such director if voted cumulatively at an election at which the same total number of votes were cast (or, if such action is taken by written consent, all shares entitled to vote were voted) and the entire

number of directors authorized at the time of the director's most recent election were then being elected, and (b) when by the provisions of the Articles the holders of the shares of any class or series, voting as a class or series, are entitled to elect one or more directors, any director so elected may be removed only by the applicable vote of the holders of the shares of that class or series. While the foregoing provisions will not necessarily prevent take-over attempts, they should discourage an attempt to obtain control of the Company in a transaction not approved by the Company's Board of Directors by making it more difficult for a third party to obtain control in a short time and impose its will on the remaining shareholders of the Company.

Item 2. Exhibits

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

#### SIGNATURES

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, thereunto duly authorized.

CALIFORNIA WATER SERVICE COMPANY

BY DONALD L. HOUCK  
President

Dated: March 17, 1994

