

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)

Filing Date: **1997-03-10**
SEC Accession No. **0000950144-97-002193**

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FILER

CAPSTONE CAPITAL CORP

CIK: **921767** | IRS No.: **631115479** | State of Incorpor.: **MD** | Fiscal Year End: **1231**
Type: **8-A12B** | Act: **34** | File No.: **001-11345** | Film No.: **97553315**
SIC: **6798** Real estate investment trusts

Business Address
*1000 URBAN CTR PKWY STE
630
BIRMINGHAM AL 35242
2059672092*

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

CAPSTONE CAPITAL CORPORATION
(Exact name of registrant as specified in its charter)

Maryland 63-1115479
(State of incorporation or organization) (I.R.S. Employer Identification No.)

1000 Urban Center Drive, Suite 630 35242
Birmingham, Alabama
(Address of principal executive officers) (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 Name of each exchange on which
to be so registered each class is to be registered
% Subordinated New York Stock Exchange
Debenture due 2002

Securities to be registered pursuant to Section 12(g) of the Act:
None

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

The material set forth in the section captioned "Description of the Debentures" beginning on Page S-12 in the Registrant's Preliminary Prospectus Supplement, filed with the Securities and Exchange Commission on March 4, 1996, and in the section captioned "Description of Debt Securities" beginning on Page 8 of the Prospectus incorporated in Amendment No. 3 to the Registration Statement on Form S-3 of Capstone Capital Corporation (Registration No. 33-97926), which was filed with the Securities and Exchange Commission on December 4, 1995, is incorporated herein by reference.

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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, on this 10th day of March, 1997.

CAPSTONE CAPITAL CORPORATION

By:/s/ John W. McRoberts

John W. McRoberts
President and Chief Executive
Officer

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ITEM 2. EXHIBITS

- 3.1 Articles of Incorporation of the Company incorporated by reference (pursuant to the provisions of Rule 12b-32) to Exhibit 3.1 to the Company's Form S-11 Registration Statement No. 33-77788, dated April 15, 1994, together with Amendment to Articles of Incorporation incorporated by reference to Exhibit 3.3 to the Company's Form S-11 Registration Statement No., 33-77788, and Amendment to Articles of Incorporation incorporated by reference to Exhibit 3.4 to Amendment No. 2 to the Company's Form S-11 Registration Statement No. 33-77788.
- 3.2 Amended and Restated By-Laws of the Company incorporated by reference (pursuant to the provisions of Rule 12b-32) to Exhibit 3.2 to Amendment No. 1 to the Company's Form S-11 Registration Statement No. 33-89756, dated March 6, 1995.
- 4 Form of Indenture for the Subordinated Debt Securities, incorporated by reference (pursuant to the provisions of Rule 12b-32) to Exhibit 4.5 to

Amendment No.2 to the Company's Form S-3 Registration Statement No.
33-97926, dated November 22, 1995.