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ALLIED CAPITAL CORP  
Form 8-A12B  
June 01, 2001

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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 (g) of the  
Securities Exchange Act of 1934

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

Maryland

52-1081052

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(State of incorporation or organization)

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

1919 Pennsylvania Avenue NW  
Washington, DC 20006

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(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), 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. (c), please check the following box. / /

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

Title of Each Class  
to be so Registered

Name of Each Exchange on which  
Each Class is to be Registered

-----  
COMMON STOCK

-----  
NEW YORK STOCK EXCHANGE

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

None

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(Title of Class)

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

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Registrant incorporates herein by reference to "Description of Securities" in the Registrant's Post-Effective Amendment No. 3 of the Form N-2 filed with the Securities and Exchange Commission and dated May 15, 2001, File No. 333-43534, and incorporates herein by reference to "Description of Securities" in the Prospectus filed on May 25, 2001, by Registrant pursuant to Rule 497, a description of the Registrant's Common Stock.

Item 2. Exhibits.

| Exhibit<br>Number<br>----- | Exhibit Description<br>-----  |
|----------------------------|---|
| 1                          | Articles of Amendment and Restatement of the Articles of Incorporation, (incorporated by reference to exhibit 3(i) filed with Allied Capital Lending Corporation's Annual Report on Form 10-K for the year ended December 31, 1996 as filed on March 31, 1997). |
| 2                          | Articles of Merger (incorporated by reference from Appendix B to the Registrant's registration statement on Form N-14 filed on September 26, 1997 File No. 333-36459).  |
| 3                          | Amendment to the Amended and Restated Articles of Incorporation (incorporated by reference from exhibit a.3 filed with Post-effective Amendment No. 2 to the Registrant's registration statement on Form N-2 dated March 21, 2001 (File No. 333-43534)).        |
| 4                          | Bylaws (incorporated by reference to exhibit 3.3 filed with the Registrant's Annual Report on Form 10-K for the year ended December 31, 1999 filed on March 29, 2000).  |
| 5                          | Specimen certificate of the Registrant's Common Stock, par value \$0.0001 per share (incorporated by reference to Exhibit 2d filed with the Registrant's Post-Effective Amendment No. 2 to Form N-2 dated May 5, 1998 (File No. 333-51899)).                    |

SIGNATURE

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

ALLIED CAPITAL CORPORATION

Date: May 31, 2001

By: /s/ William L. Walton

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Chairman and Chief Executive Officer