

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-K/A-1

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

Date of Report (Date of earliest event reported): August 29, 1996

NATIONSBANK CORPORATION

-----  
(Exact name of registrant as specified in its charter)

North Carolina	1-6523	56-0906609
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(State of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

NationsBank Corporate Center, Charlotte, North Carolina	28255
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(Address of principal executive offices)	Zip Code

(704) 386-5000  
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INFORMATION TO BE INCLUDED IN THE REPORT

The Current Report on Form 8-K dated August 29, 1996 is amended to add Exhibit 99.6 and to amend Items 7(a) and 7(c) in their entirety as follows:

Item 7. Financial Statements and Exhibits

(a) Financial Statements of businesses acquired.

The following supplemental consolidated financial statements of Boatmen's Bancshares, Inc. are incorporated herein by reference to Exhibit 99.4 filed herewith:

1. Consolidated Balance Sheet as of December 31, 1995 and 1994.
2. Consolidated Statement of Income for the years ended December 31, 1995 and 1994.
3. Consolidated Statement of Changes in Stockholders' Equity for the years ended December 31, 1995 and 1994.
4. Consolidated Statement of Cash Flows for the years ended December 31, 1995 and 1994.

5. Notes to the Consolidated Financial Statements.

The information presented in Exhibit 99.4 with respect to the year ended December 31, 1993 is not incorporated herein.

The report of Ernst & Young LLP, independent accountants, on the supplemental consolidated financial statements of Boatmen's Bancshares, Inc. as of December 31, 1995 and 1994 and for the three years then ended is filed herewith as part of Exhibit 99.4 and the related consent is filed herewith as Exhibit 99.5. Both the opinion and consent are incorporated herein by reference.

Certain unaudited financial information regarding Boatmen's Bancshares, Inc., including a consolidated balance sheet as of June 30, 1996, and consolidated statements of income, consolidated statements of changes in stockholders' equity and consolidated statements of cash flows for the six months ended June 30, 1996 and June 30, 1995, is incorporated herein by reference to Exhibit 99.6 filed herewith.

The consolidated balance sheet as of June 30, 1995, and the consolidated statements of income for the second quarter ended June 30, 1996 and 1995, presented in Exhibit 99.6 are not

(c) Exhibits  
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Exhibit -----	Description -----
99.1	Agreement and Plan of Merger, dated as of August 29, 1996, by and between NationsBank Corporation and Boatmen's Bancshares, Inc.*
99.2	Stock Option Agreement, dated as of August 29, 1996, by and between NationsBank Corporation, as grantee, and Boatmen's Bancshares, Inc., as issuer.*
99.3	Text of joint press release, dated August 30, 1996, issued by NationsBank Corporation and Boatmen's Bancshares, Inc.*
99.4	Consolidated Financial Statements of Boatmen's Bancshares, Inc. and Report of Ernst & Young LLP.*
99.5	Consent of Ernst & Young LLP.*
99.6	Unaudited Financial Information regarding Boatmen's Bancshares, Inc. as of June 30, 1996, and for the six months ended June 30, 1996 and June 30, 1995.

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\* Previously filed.

Signatures  
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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONS BANK CORPORATION  
(Registrant)  
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By: /s/ Marc D. Oken  
-----  
Marc D. Oken  
Executive Vice  
President  
and Chief Accounting  
Officer

EXHIBIT INDEX

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\* Previously filed.

## EXHIBIT 99.6

<TABLE>  
 Boatmen's Bancshares, Inc.  
 CONSOLIDATED BALANCE SHEET  
 <CAPTION>

(dollars in thousands)	June 30, 1996	June 30, 1995	December 31, 1995
<S>	<C>	<C>	<C>
<b>Assets</b>			
Cash and due from banks	\$ 2,139,433	\$ 2,307,342	\$ 2,611,765
Short-term investments	36,843	52,750	83,166
Held to maturity	1,018,357	7,014,108	923,130
Available for sale	10,705,084	4,492,629	10,347,172
Trading	44,886	28,256	58,361
Federal funds sold and securities purchased under resale agreements	489,410	784,254	1,225,671
Loans, net of unearned income	24,416,546	24,307,358	24,050,903
Less reserve for loan losses	472,006	457,221	452,560
Loans, net	23,944,540	23,850,137	23,598,343
Property and equipment	787,306	801,398	800,502
Other assets	1,516,699	1,562,989	1,475,379
<b>Total assets</b>	<b>\$40,682,558</b>	<b>\$40,893,863</b>	<b>\$41,123,489</b>
<b>Liabilities and Stockholders' Equity</b>			
<b>Liabilities:</b>			
Demand deposits	\$ 6,560,696	\$ 6,222,491	\$ 6,894,649
Retail savings deposits and interest-bearing transaction accounts	13,050,523	12,456,252	13,510,720
Time deposits	11,017,751	11,779,801	11,572,768
<b>Total deposits</b>	<b>30,628,970</b>	<b>30,458,544</b>	<b>31,978,137</b>
Federal funds purchased and securities sold under repurchase agreements	3,753,895	2,708,270	2,902,973
Short-term borrowings	1,454,719	3,123,883	1,474,991
Capital lease obligations	38,352	39,699	39,076
Long-term debt	616,538	522,216	615,129
Other liabilities	597,456	610,321	512,436
<b>Total liabilities</b>	<b>37,089,930</b>	<b>37,462,933</b>	<b>37,522,742</b>
Redeemable preferred stock	957	1,132	961
<b>Stockholders' Equity:</b>			
Preferred stock	99,091	99,469	99,324
Common stock (\$1 par value; 250,000,000 shares authorized)	158,400	157,442	158,068
Surplus	1,212,482	1,204,437	1,212,838
Retained earnings	2,274,298	1,995,542	2,137,176
Treasury stock, at cost	(58,894)	(23,194)	(18,096)
Unrealized net appreciation (depreciation), available for sale securities	(93,706)	(3,898)	10,476
<b>Total stockholders' equity</b>	<b>3,591,671</b>	<b>3,429,798</b>	<b>3,599,786</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$40,682,558</b>	<b>\$40,893,863</b>	<b>\$41,123,489</b>
Held to maturity securities, market value	\$ 1,046,349	\$ 6,995,237	\$ 973,801
Available for sale securities, amortized cost	10,863,440	4,499,111	10,330,233
Common stock, shares outstanding	156,886,657	156,726,993	157,591,239
Treasury shares	1,513,699	714,980	476,519

</TABLE>  
 <TABLE>  
 Boatmen's Bancshares, Inc.  
 CONSOLIDATED STATEMENT OF INCOME  
 <CAPTION>

(in thousands except share data)	Second quarter ended June 30		Six months ended June 30	
	1996	1995	1996	1995
<S>	<C>	<C>	<C>	<C>
<b>Interest income</b>				
Interest and fees on loans	\$530,210	\$530,404	\$1,058,794	\$1,029,155
Interest on short-term investments	1,311	1,137	3,224	2,101
Interest on Federal funds sold and securities purchased under resale agreements	6,308	9,364	17,939	18,165
Interest on held to maturity securities				
Taxable		96,093		192,150
Tax-exempt	16,723	13,903	32,204	27,868
<b>Total interest on held to maturity securities</b>	<b>16,723</b>	<b>109,996</b>	<b>32,204</b>	<b>220,018</b>
Interest on available for sale securities	165,460	72,439	325,648	148,737
Interest on trading securities	719	361	1,483	796
<b>Total interest income</b>	<b>720,731</b>	<b>723,701</b>	<b>1,439,292</b>	<b>1,418,972</b>

Interest expense				
Interest on deposits	247,650	259,633	504,932	497,757
Interest on Federal funds purchased and other short-term borrowings	61,728	81,880	120,437	162,726
Interest on capital lease obligations	944	975	1,890	1,953
Interest on long-term debt	12,168	11,493	24,618	23,622
<b>Total interest expense</b>	<b>322,490</b>	<b>353,981</b>	<b>651,877</b>	<b>686,058</b>
Net interest income	398,241	369,720	787,415	732,914
Provision for loan losses	19,365	10,171	45,582	20,914
<b>Net interest income after provision for loan losses</b>	<b>378,876</b>	<b>359,549</b>	<b>741,833</b>	<b>712,000</b>
Noninterest income				
Trust fees	53,835	51,902	106,642	97,572
Service charges	63,647	57,832	123,998	113,066
Mortgage banking revenues	22,241	16,689	43,880	39,937
Credit card	10,861	14,404	26,414	29,099
Investment banking revenues	12,110	10,490	24,579	20,738
Securities gains (losses), net	871	3,005	1,348	(19,012)
Other	44,802	36,434	94,086	74,015
<b>Total noninterest income</b>	<b>208,367</b>	<b>190,756</b>	<b>420,947</b>	<b>355,415</b>
Noninterest expense				
Staff	190,361	177,915	381,721	357,150
Net occupancy	25,089	23,665	50,507	48,792
Equipment	30,365	28,520	60,597	57,246
FDIC insurance	2,743	16,593	5,478	33,187
Intangible amortization	10,071	10,756	20,343	21,366
Advertising	12,427	11,495	22,321	21,409
Merger expense		711	42,414	25,978
Other	87,039	86,405	174,205	165,431
<b>Total noninterest expense</b>	<b>358,095</b>	<b>356,060</b>	<b>757,586</b>	<b>730,559</b>
Income before income tax expense	229,148	194,245	405,194	336,856
Income tax expense	83,080	66,440	148,002	118,787
<b>Net income</b>	<b>\$146,068</b>	<b>\$127,805</b>	<b>\$ 257,192</b>	<b>\$ 218,069</b>
<b>Net income available to common shareholders</b>	<b>\$144,318</b>	<b>\$126,043</b>	<b>\$ 253,692</b>	<b>\$ 214,538</b>
<b>Net income per share</b>	<b>\$.92</b>	<b>\$.80</b>	<b>\$1.61</b>	<b>\$1.37</b>
<b>Dividends declared per share</b>	<b>\$.37</b>	<b>\$.34</b>	<b>\$.74</b>	<b>\$.68</b>

Earnings per share amounts are based on weighted average shares outstanding after adjusting net income for dividends on preferred stock. For the six months, average shares outstanding were 157,411,237 in 1996 and 156,541,623 in 1995. Preferred dividends declared totaled \$3.5 million in both 1996 and 1995.

<TABLE>  
Boatmen's Bancshares, Inc.  
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY  
<CAPTION>

(in thousands)	Preferred Stock		Common Stock		Surplus	Retained Earnings	Treasury Stock		Unrealized Net Appreciation, (Depreciation) Available for Sale Securities
	Shares	Amount	Shares	Amount			Shares	Amount	
Total									
Balance, January 1, 1995	250	\$100,000	156,084	\$156,084	\$1,171,184	\$1,886,199	(509)	\$ (14,516)	\$ (134,521)
Net income	--	--	--	--	--	218,069	--	--	--
Cash dividends declared:									
Common (\$.68 per share)	--	--	--	--	--	(87,343)	--	--	--
Redeemable preferred	--	--	--	--	--	(40)	--	--	--
By pooled company prior to merger--common	--	--	--	--	--	(17,753)	--	--	--
By pooled company prior to merger--preferred	--	--	--	--	--	(3,492)	--	--	--
Acquisition of treasury stock	--	--	--	--	--	--	(800)	(25,827)	--
Common stock issued pursuant to dividend reinvestment and employee plans	--	--	530	530	9,296	--	305	9,141	--
Common stock issued upon acquisition of subsidiaries	--	--	947	947	27,543	--	289	8,008	--

Adjustment for purchase of treasury stock--pooled companies (4,046)	--	--	(125)	(125)	(3,921)	--	--	--	--
Retirement of preferred stock (583)	(1)	(500)	--	--	15	(98)	--	--	--
Common stock issued upon conversion of preferred stock	--	(31)	1	1	30	--	--	--	--
Common stock issued upon conversion of convertible subordinated debentures	--	--	5	5	81	--	--	--	--
Adjustment of available for sale securities to market value	--	--	--	--	--	--	--	--	130,623
Other, net	--	--	--	--	209	--	--	--	--
-----									
Balance, June 30, 1995	249	\$ 99,469	157,442	\$157,442	\$1,204,437	\$1,995,542	(715)	\$ (23,194)	\$ (3,898)
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Balance, January 1, 1996	248	\$ 99,324	158,068	\$158,068	\$1,212,838	\$2,137,176	(477)	\$ (18,096)	\$10,476
Net income	--	--	--	--	--	257,192	--	--	--
Cash dividends declared:									
Common (\$.74 per share)	--	--	--	--	--	(116,516)	--	--	--
Preferred	--	--	--	--	--	(3,467)	--	--	--
Redeemable preferred	--	--	--	--	--	(33)	--	--	--
Acquisition of treasury stock	--	--	--	--	--	--	(2,136)	(83,658)	--
Common stock issued pursuant to dividend reinvestment and employee plans	--	--	325	325	(177)	--	866	33,284	--
Common stock issued upon acquisition of subsidiaries	--	--	--	--	(839)	--	240	9,739	--
Common stock issued upon conversion of preferred stock	--	(233)	8	8	225	--	--	--	--
Common stock issued upon conversion of convertible subordinated debentures	--	--	--	--	(110)	--	5	189	--
Adjustment of available for sale securities to market value	--	--	--	--	--	--	--	--	(104,182)
Other, net	--	--	(1)	(1)	545	(54)	(12)	(352)	--
-----									
Balance, June 30, 1996	248	\$ 99,091	158,400	\$158,400	\$1,212,482	\$2,274,298	(1,514)	\$ (58,894)	\$ (93,706)
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<TABLE>  
Boatmen's Bancshares, Inc.  
CONSOLIDATED STATEMENT OF CASH FLOWS

<CAPTION>

Six months ended June 30 (in thousands)

	1996	1995
Net cash provided by operating activities	\$ 487,691	\$ 422,362
Investing Activities:		
Net decrease in Federal funds sold and securities purchased under resale agreements	740,786	337,611
Net increase in loans	(363,452)	(1,446,880)
Proceeds from the sales of foreclosed property	15,173	13,488
Proceeds from the maturity of held to maturity securities	87,948	457,630
Purchases of held to maturity securities	(66,507)	(279,108)
Proceeds from the maturity of available for sale securities	1,371,304	537,460
Proceeds from the sales of available for sale securities	240,759	560,475
Purchases of available for sale securities	(2,254,546)	(163,766)
Net (increase) decrease in short-term investments	46,323	(7,534)
Net increase in property and equipment	(34,041)	(50,422)
Net cash received from purchase acquisitions	3,096	1,636
Net cash provided (used) by investing activities	(213,157)	(39,410)

Financing Activities:

Net increase (decrease) in Federal funds purchased and securities sold under repurchase agreements	850,922	(279,045)
Net decrease in deposits	(1,418,063)	(908,458)
Net increase (decrease) in short-term borrowings	(20,272)	736,378
Payments on long-term debt	(1,174)	(77,187)
Proceeds from the issuance of long-term debt	2,583	
Payments on capital lease obligations	(724)	(709)
Cash dividends paid	(109,908)	(97,645)
Acquisition of treasury stock	(83,658)	(25,827)
Purchase and retirement of preferred stock		(583)
Common stock issued pursuant to dividend reinvestment and employee plans	33,432	18,967
Decrease in redeemable preferred stock	(4)	(10)
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Net cash used by financing activities	(746,866)	(634,119)
-----		
Decrease in cash and due from banks	(472,332)	(251,167)
Cash and due from banks at beginning of year	2,611,765	2,558,509
-----		
Cash and due from banks at June 30	\$ 2,139,433	\$ 2,307,342
=====		

For the six months ended June 30, 1996 and 1995, interest paid totaled \$668 million and \$395 million, respectively, and income taxes paid totaled \$140 million and \$95 million. Loans transferred to foreclosed property totaled \$12 million in 1996, and \$7 million in 1995. Available for sale securities transferred to held to maturity totaled \$95 million for the six months ended June 30, 1996. In 1995, assets and liabilities of purchased subsidiaries at dates of acquisition included investment securities of \$93 million, loans of \$168 million, other assets of \$37 million, deposits of \$258 million and other liabilities of \$3 million.

</TABLE>