

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

NationsBank Corporation
(Exact name of registrant as specified in its charter)

North Carolina 56-0906609
(State of incorporation or organization) (IRS Employer I.D. No.)

NationsBank Corporate Center,
100 North Tryon Street, North Carolina 28255
(Address of principal executive offices) (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 to be so registered	Name of each exchange on which each class is to be registered
None	None

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

Depository Shares, each representing 1/16th interest in a share of 7% Cumulative Convertible Preferred Stock, Series A.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The information set forth under the captions "NATIONSBANK CAPITAL STOCK -- NationsBank Common Stock," "-- NationsBank Depository Shares" and "-- NationsBank New Series A Preferred Stock" included in the Joint Proxy Statement-Prospectus, dated November 15, 1996, which forms part of the Form S-4 Registration Statement No. 333-16189 (the "Form S-4") filed with the Securities and Exchange Commission on November 15, 1996, is incorporated herein by reference.

ITEM 2. EXHIBITS.

Exhibit No.	Description
1	Deposit Agreement, dated as of February 24, 1992, among Fourth Financial Corporation, BANK IV Kansas, National Association (n/k/a BANK IV, National Association) and the holders from time to time of Depository Receipts named thereunder (incorporated herein by reference to Exhibit 4.1 to the Form S-4).

- 2 Assignment and Assumption of and Amendment #1 to Deposit Agreement, dated as of January 31, 1996, among Boatmen's Bancshares, Inc., Acquisition Sub, Inc. and Bank IV, National Association (incorporated herein by reference to Exhibit 4.2 to the Form S-4).
- 3 Form of Assignment, Assumption and Amendment #2 to Deposit Agreement among NationsBank Corporation, NB Holdings Corporation, Boatmen's Trust Company and ChaseMellon Shareholder Services, L.L.C.
- 4 Amended and Restated Articles of Incorporation of NationsBank Corporation setting forth the Designations for NationsBank Corporation 7% Cumulative Convertible Preferred Stock, Series A, stated value \$100 per share, liquidation preference \$400 per share (incorporated herein by reference to Exhibit 3.1 to the Form S-4).

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.

NATIONSBANK CORPORATION

By: /s/ John E. Mack
Name: John E. Mack
Title: Senior Vice President
and Treasurer

Dated: January 2, 1997

EXHIBIT INDEX

Exhibit No.	Description
1	Deposit Agreement, dated as of February 24, 1992, among Fourth Financial Corporation, BANK IV Kansas, National Association (n/k/a BANK IV, National Association) and the holders from time to time of Depositary Receipts named thereunder (incorporated herein by reference to Exhibit 4.1 to the Form S-4).
2	Assignment and Assumption of and Amendment #1 to Deposit Agreement, dated as of January 31, 1996, among Boatmen's Bancshares, Inc., Acquisition Sub, Inc. and Bank IV, National Association (incorporated herein by reference to Exhibit 4.2 to the Form S-4).
3	Form of Assignment, Assumption and Amendment #2 to Deposit Agreement among NationsBank Corporation, NB Holdings Corporation, Boatmen's Trust Company and ChaseMellon Shareholder Services, L.L.C.
4	Amended and Restated Articles of Incorporation of NationsBank Corporation setting forth the Designation for NationsBank Corporation 7% Cumulative Convertible Preferred Stock, Series A, stated value \$100 per share, liquidation preference \$400 per share (incorporated herein by reference to Exhibit 3.1 to Form S-4).

FORM OF
 ASSIGNMENT, ASSUMPTION
 AND AMENDMENT #2 TO THE
 DEPOSIT AGREEMENT

This Assignment, Assumption and Amendment #2 (this "Agreement") is made as of this ____ day of January, 1997, by and among NationsBank Corporation, a corporation duly organized and existing under the laws of the State of North Carolina ("NationsBank"), NB Holdings Corporation ("Holdings"), a corporation duly organized and existing under the laws of the State of Delaware, a wholly-owned subsidiary of NationsBank and the successor by merger to Boatmen's Bancshares, Inc., a Missouri corporation ("Boatmen's"), Boatmen's Trust Company, a corporation duly organized and existing under the laws of the State of Missouri and wholly-owned subsidiary of Holdings (the "Old Depository") and ChaseMellon Shareholder Services, L.L.C., a limited liability company organized and existing under the laws of the state of New Jersey (the "New Depository"), and relates to the Deposit Agreement, dated February 24, 1992, as amended (the "Deposit Agreement"), by and between Holdings and the Old Depository. All capitalized terms used herein but not defined herein shall have the meanings assigned to them in the Deposit Agreement.

WITNESSETH:

WHEREAS, pursuant to the Deposit Agreement, a copy of which is attached hereto as Exhibit A, all shares of Cumulative Convertible Preferred Stock, Series A, of Boatmen's were deposited with the Old Depository in exchange for the issuance of the Receipts representing Boatmen's depository shares (each of which depository share represented one-sixteenth of an interest in a share of Cumulative Convertible Preferred Stock, Series A, of Boatmen's);

WHEREAS, pursuant to the Deposit Agreement, the Old Depository acts as Registrar, Transfer Agent and Depository with respect to said Receipts, all subject to the terms and conditions set forth in the Deposit Agreement;

WHEREAS, as of the date hereof, Boatmen's merged with and into Holdings (the "Merger") pursuant to that certain Agreement and Plan of Merger, dated August 29, 1996, as amended, by and among Boatmen's, Holdings and NationsBank (the "Merger Agreement"), by which Holdings assumed the rights and obligation of Boatmen's under the Deposit Agreement by opera-

WHEREAS, pursuant to the Merger Agreement, each share of Cumulative Convertible Preferred Stock, Series A, of Boatmen's was converted into a share of Cumulative Convertible Preferred Stock, Series A, of NationsBank;

WHEREAS, the parties hereto desire that Holdings assign and NationsBank assume the rights, privileges, duties and obligations that Holdings acquired from Boatmen's in the Merger by operation of law which arise or accrue after the date of this Agreement and which are set forth in the Deposit Agreement, as amended herein;

WHEREAS, the Old Depository desires to resign as Registrar, Transfer Agent and Depository with respect to said Receipts and NationsBank desires to appoint the New Depository as Registrar, Transfer Agent and Depository with respect to said Receipts, all subject to the terms and conditions set forth in the Deposit Agreement; and

WHEREAS, the parties hereto desire to amend the Deposit Agreement as set forth herein.

NOW, THEREFORE, in consideration of the premises, the parties hereto agree as follows:

ASSIGNMENT, ASSUMPTION, RESIGNATION AND APPOINTMENT

Section 1.01. Assignment. Holdings hereby assigns

to NationsBank all of the rights, privileges, duties and obligations that Holdings acquired from Boatmen's under the Merger by operation of law which arise or accrue after the date of this Agreement and which are set forth in the Deposit Agreement, as amended herein.

Section 1.02. Assumption. NationsBank hereby assumes from Holdings all of the rights, privileges, duties and obligations that Holdings acquired from Boatmen's pursuant to the Merger by operation of law which arise or accrue after the date of this Agreement and which are set forth in the Deposit Agreement, as amended herein.

Section 1.03. Resignation. Pursuant to Section 5.04 of the Deposit Agreement, the Old Depositary hereby resigns, effective immediately, as Registrar, Transfer Agent and Depositary under the Deposit Agreement.

Section 1.04. Appointment and Acceptance. Pursuant to Section 5.04 of the Deposit Agreement, (i) NationsBank hereby appoints the New Depositary, effective immediately, as Registrar, Transfer Agent and Depositary under the Deposit

Agreement, (ii) the New Depositary hereby accepts such appointment, and (iii) the Old Depositary hereby (a) transfers to the New Depositary all rights and powers of the Old Depositary under the Deposit Agreement, as amended herein, (b) delivers to the New Depositary a list of the record holders of all outstanding Receipts, and (c) assigns, transfers and delivers all of its right, title and interest in the Deposited Stock and any moneys or property held by the Old Depositary under the Depositary Agreement.

AMENDMENT #2

The Deposit Agreement is hereby amended as follows:

Section 2.01. Amended Definitions. Article I of the Deposit Agreement is hereby amended as follows:

- a. The definition of "Common Stock" is hereby amended to read as follows:

"The term "Common Stock" shall mean the common stock, of the Company or any security into which the Common Stock may be converted."

- b. The definition of "Company" is hereby amended to read as follows:

"The term "Company" shall mean NationsBank Corporation, incorporated under the laws of the State of North Carolina and its successors."

- c. The definition of "Depositary" is hereby amended to read as follows:

"The term "Depositary" shall mean ChaseMellon Shareholder Services, L.L.C., a limited liability company existing under the laws of the State of New Jersey, and any successor in its role as Depositary, Registrar and Transfer Agent hereunder."

- d. The definition of "Registrar" is hereby amended to read as follows:

"The term "Registrar" shall mean ChaseMellon Shareholder Services, L.L.C., a limited liability company existing under the laws of the State of New Jersey, or any bank or trust company which shall be appointed to register ownership and transfers of Receipts as herein provided."

- e. The definition of "Registration Statement" is hereby amended to read as follows:

"The term "Registration Statement" shall mean the Registration Statement on Form S-4 of the Company (Registration No. 333-16189), declared effective on November 18, 1996 relating to, among other things, the offering of the Depository Shares."

- f. The definition of "Securities Division" is hereby amended to read as follows:

"The term "Securities Division" shall mean the principal office of ChaseMellon Shareholder Services, L.L.C., at which at any particular time its corporate trust business shall have the responsibilities for the administration of this Agreement and obligations hereunder."

- g. The definition of "Transfer Agent" is hereby amended to read as follows:

"The term "Transfer Agent" shall mean ChaseMellon Shareholder Services, L.L.C., a limited liability company existing under the laws of the State of New Jersey, or any bank or trust company which shall be appointed to transfer the Receipts as herein provided."

Section 2.02. Amended Notice Provision. Article VII, Section 7.04, paragraph 1, of the Deposit Agreement is hereby amended to read as follows:

"Any and all notices to be given to the Company hereunder or under the Receipts shall be in writing and shall be deemed to have been duly given if personally delivered or sent by mail or by telegram or telex confirmed by letter, addressed to the Company at NationsBank Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255, attention Corporate Secretary, or at any other place of which the Company has notified the Depository in writing."

Section 2.03. Amended Form of Certificate of Designation. The Company's Form of Certificate of Designation, attached to the Assignment and Assumption of and Amendment #1 to the Deposit Agreement as Exhibit B, is hereby replaced by the

Amended and Restated Articles of Incorporation of NationsBank as set forth in Exhibit B attached hereto.

Section 2.04. Amended Form of Receipts. The Form of Receipts, attached to the Assignment and Assumption of and Amendment #1 to the Deposit Agreement as Exhibit C, is hereby replaced as set forth in Exhibit C attached hereto.

IN WITNESS WHEREOF, NationsBank, Holdings, the New
Depositary and the Old Depositary have duly executed this
Agreement as of the day and year first set forth above.

NATIONSBANK CORPORATION

By:
Name:
Title:

NB HOLDINGS CORPORATION

By:
Name:
Title:

BOATMEN'S TRUST COMPANY

By:
Name:
Title:

CHASEMELLON SHAREHOLDER
SERVICES, L.L.C.

By:
Name:
Title: