

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST - EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

NationsBank Corporation  
(To Be Renamed "BankAmerica Corporation")  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation or Organization)

56-0906609  
(I.R.S. Employer)  
Identification No.)

NationsBank Corporate Center  
100 North Tryon Street  
Charlotte, North Carolina 28255  
(Address of Principal Executive Offices)

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NationsBank Corporation 1996 Associates  
Stock Option Award Plan

(Full Title of the Plan)

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PAUL J. POLKING, ESQ.  
Executive Vice President  
and General Counsel  
NationsBank Corporation  
NationsBank Corporate Center  
100 North Tryon Street  
Charlotte, North Carolina 28255  
(Name and Address of Agent for Service)

(704) 386-5000  
(Telephone Number, Including Area Code, of Agent for Service)

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EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (Registration No. 333-20913) (the "Registration Statement") is filed pursuant to Rule 414 of the Securities Act of 1933, as amended (the "Securities Act"), to notify the Securities and Exchange Commission (the "Commission") that NationsBank Corporation, a North Carolina corporation ("NationsBank"), has been reincorporated from North Carolina to Delaware by forming a new, wholly owned Delaware subsidiary named NationsBank (DE) Corporation ("NationsBank (DE)"), having no assets or liabilities other than nominal assets or liabilities, and merging NationsBank with and into NationsBank (DE) (the "Reincorporation Merger"), with NationsBank (DE) as the surviving corporation in the Reincorporation Merger and being named "NationsBank Corporation." The Reincorporation Merger was consummated on September 25, 1998 in accordance with the terms and conditions of the Plan of Reincorporation Merger by and between NationsBank and NationsBank (DE), dated as of August 3, 1998 (the "Reincorporation Merger Agreement"). Pursuant to the Reincorporation Merger Agreement, NationsBank (DE) acquired all of the assets and assumed all the liabilities and obligations of NationsBank.

In addition, NationsBank and BankAmerica Corporation, a Delaware Corporation ("BankAmerica"), have entered into an Agreement and Plan of Reorganization, dated as of April 10, 1998, pursuant to which BankAmerica will merge with and into NationsBank (DE) (the "Merger"), with NationsBank (DE) as the surviving corporation in the Merger. Following the Merger, NationsBank (DE)

will change its name to "BankAmerica Corporation." The Reincorporation Merger and the Merger were approved by the shareholders of NationsBank at a Special Meeting of Shareholders held on September 24, 1998 for which proxies were solicited pursuant to Rule 14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Subsequent to the Reincorporation Merger, shares of common stock of NationsBank issued pursuant to the NationsBank Corporation 1996 Associates Stock Option Award Plan (the "Plan") to which this Registration Statement relates shall be shares of common stock, par value \$.01 per share, of NationsBank (DE), rather than shares of common stock of NationsBank.

In accordance with paragraph (d) of Rule 414 of the Securities Act, except as modified by this Post-Effective Amendment No. 1, NationsBank (DE) expressly adopts the Registration Statement as its own registration statement for all purposes of the Securities Act and the Exchange Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents, which have been heretofore filed by NationsBank (DE), a Delaware corporation (the "Registrant"), and its predecessor NationsBank, a North Carolina corporation, with the Commission pursuant to the Exchange Act, are incorporated by reference herein:

(a) NationsBank's Annual Report on Form 10-K for the year ended December 31, 1997;

(b) NationsBank's Quarterly Reports on Form 10-Q for the quarters ended March 31, 1998 and June 30, 1998 and Current Reports on Form 8-K filed January 14, 1998, January 22, 1998, February 3, 1998, March 13, 1998, March 23, 1998, April 15, 1998, April 16, 1998, April 17, 1998 (as amended on April 24, 1998, May 18, 1998 and August 17, 1998), May 6, 1998, May 13, 1998, July 7, 1998, July 13, 1998, July 23, 1998, and the Registrant's Current Report on Form 8-K filed September 28, 1998; and

(c) The description of the Registrant's Common Stock contained in the Registrant's Current Report on Form 8-K filed September 28, 1998, and any amendment or report filed for the purpose of updating such description.

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All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effectiveness of this Registration Statement and prior to the filing of a post-effective amendment hereto that either indicates that all securities offered hereby have been sold or register all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The Registrant will provide without charge to each person to whom a Prospectus constituting a part of this Registration Statement is delivered, on the written or oral request of any such person, a copy of any or all of the documents incorporated herein by reference (other than exhibits to such documents which are not specifically incorporated by reference in such documents). Written requests for such copies should be directed to Charles J. Cooley, Principal Corporate Personnel Officer, NationsBank Corporation, NationsBank Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255. Telephone requests may be directed to (704) 386-5000.

#### Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference in this Registration Statement.

Exhibit No.	Description of Exhibit
5.1	Opinion of Charles M. Berger, Esq. as to the legality of the securities *
23.1	Consent of PricewaterhouseCoopers LLP

- 23.2 Consent of Ernst & Young LLP
- 23.3 Consent of Charles M. Berger, Esq. (included in Exhibit 5.1) \*
- 24.1 Power of Attorney and Certified Resolutions \*
- 99.1 Amendment to NationsBank Corporation 1996 Associates Stock Option Award Plan \*

\* -----  
 \* Previously filed as an exhibit to the Registration Statement on Form S-8 to which this is Post-Effective Amendment No. 1

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on September 28, 1998.

NATIONSBANK CORPORATION

By: \_\_\_\_\_  
 Hugh L. McColl, Jr.  
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<TABLE>  
 <CAPTION>  
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Signature -----	Title -----	Date ----
* ----- Hugh L. McColl, Jr.	Chief Executive Officer and Director (Principal Executive Officer)	September 28, 1998
* ----- James H. Hance, Jr.	Vice Chairman and Chief Financial Officer and Director (Principal Financial Officer)	September 28, 1998
* ----- Marc D. Oken	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)	September 28, 1998
* ----- Charles E. Rice	Chairman of the Board and Director	September __, 1998
* ----- Ray C. Anderson	Director	September 28, 1998
* ----- Rita Bornstein	Director	September __, 1998
* ----- B. A. Bridgewater, Jr.	Director	September 28, 1998
* -----	Director	September 28, 1998

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----- Alvin R. Carpenter	Director	September __, 1998
----- * Charles W. Coker	Director	September 28, 1998
----- * Thomas G. Cousins	Director	September 28, 1998
----- * Andrew B. Craig, III	Director	September 28, 1998
----- * Alan T. Dickson	Director	September 28, 1998
----- * Paul Fulton	Director	September 28, 1998
----- * C. Ray Holman	Director	September 28, 1998
----- * W. W. Johnson	Director	September 28, 1998
----- Kenneth D. Lewis	President and Director	September __, 1998
----- * Russell W. Meyer, Jr.	Director	September 28, 1998
----- * Richard B. Priory	Director	September 28, 1998
----- * John C. Slane	Director	September 28, 1998
----- * O. Temple Sloan, Jr.	Director	September 28, 1998
----- * Meredith R. Spangler	Director	September 28, 1998

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----- * Albert E. Suter	Director	September 28, 1998
----- * -----	Director	September 28, 1998

Ronald Townsend

----- \* Director September 28, 1998  
Jackie M. Ward

----- Director September \_\_, 1998  
John A. Williams

----- \* Director September 28, 1998  
Virgil R. Williams

\*By: /s/ Charles M. Berger

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Charles M. Berger  
Attorney-in-Fact

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INDEX TO EXHIBITS

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\* Previously filed as an exhibit to the Registration Statement on Form S-8 to which this is Post-Effective Amendment No. 1

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Post-Effective Amendments No. 1 to Registration Statements on Form S-3 (Registration Nos. 333-07229; 333-13811; 333-15375; 333-18273; 333-43137 and 333-51367); Post-Effective Amendments No. 2 to Registration Statements on Form S-3 (Registration Nos. 33-54784; 33-49881; 33-57533 and 33-63097); Post-Effective Amendment No. 3 to Registration Statement on Form S-3 (Registration No. 33-45498); Post-Effective Amendment No. 2 to Registration Statement on Form S-4 (Registration No. 333-60553); Post-Effective Amendments No. 1 to Registration Statements on Form S-8 (Registration Nos. 33-45279; 33-60695; 333-02875; 333-07105; 333-20913; 333-24331 and 333-58657); Post-Effective Amendment No. 5 to Registration Statement on Form S-8 (Registration No. 2-80406) and Post-Effective Amendments No. 2 on Form S-8 to Registration Statements on Form S-4 (Registration Nos. 33-43125; 33-55145; 33-63351; 33-62069; 33-62208; 333-16189 and 333-40515) of NationsBank Corporation of our report dated January 20, 1998, with respect to the consolidated financial statements of BankAmerica Corporation incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 1997, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California  
September 25, 1998

CONSENT OF INDEPENDENT AUDITORS

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/s/ Ernst & Young LLP

San Francisco, California  
September 25, 1998