

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

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

Cass Commercial Corporation

(Exact Name of Registrant as Specified in Its Charter)

Missouri

43-1265338

(State of Incorporation or Organization)

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

3636 South Geyer Road, Suite 100
St. Louis, Missouri

63127

(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

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

Common stock, par value \$.50 per share

(Title of Class)

(Title of Class)

Authorized Shares

The authorized common stock of the Registrant consists of 20,000,000 shares of common stock, having a par value of \$.50 per share. The Registrant also has authorized 2,000,000 shares of preferred stock, par value \$.50 per share.

Common Stock

Each holder of the Registrant's common stock is entitled to share pro rata in dividends when and as declared by the Board of Directors of the Registrant, and, in the event of liquidation of the Registrant, to share pro rata in all assets remaining after the payment of its creditors. Stockholders have no conversion rights, and the stock is not redeemable. Holders of the common stock have no preemptive rights with respect to authorized and unissued securities of the Registrant. The holders of Registrant's common stock are entitled to one vote for each share held on all matters presented for vote by shareholders. Shareholders do not have preemptive rights in the election of directors.

Preferred Stock

The Board of Directors is authorized to establish one or more series of Preferred Stock and to determine, with respect to any series of Preferred Stock, the terms and rights of such series, including the following: (i) the designation of such series; (ii) the rate and time of, and conditions and preferences with respect to, dividends, and whether such dividends are cumulative; (iii) the voting rights, if any, of shares of such series; (iv) the price, timing and conditions regarding the redemption of shares of such series and whether a sinking fund should be established for such series; (v) the rights and preferences of shares of such series in the event of the voluntary or involuntary dissolution, liquidation or winding-up of the affairs of the Registrant; and (vi) the right, if any, to convert or exchange shares of such series into or for stock or securities of any other series or class.

Change in Control Provisions

The Registrant's Board of Directors is divided into three classes, and as nearly as practicable one-third of the directors are elected each year. The classification of the Board of Directors could have the effect of delaying or preventing a change in control of the Board of Directors. Directors may be removed from office only for cause, and only by the affirmative vote of holders of at least 75% of the outstanding shares entitled to vote or by 70% of the authorized number of directors other than the director to be removed.

Article XIII of the Registrant's By-Laws provides that if during any time there is a "Related Person" (as defined therein) of the Registrant, there is submitted to the shareholders any plan of merger or other business combination or any proposal for the sale of all or substantially all of the Registrant's assets, the shareholders who do not vote in favor of such proposal shall be entitled to redeem their shares for a cash redemption price equal to the greatest

of (i) the highest price paid for voting shares of the Registrant by the Related Person within the preceding 24 months or (ii) the highest trading price of the Registrant's voting shares during the preceding 24 months, or (iii) the per share shareholder's equity of the Registrant as of the end of the preceding fiscal quarter.

Article XIV of the Registrant's By-Laws provides that, with certain exceptions, the Registrant may not purchase its shares from any "Controlling Person" for all shares of the Registrant during the preceding 24 months unless the purchase is approved by a majority of the voting power held by shareholders other than Controlling Persons.

Article Eight of the Registrant's Articles of Incorporation requires the affirmative vote of either 75% of the outstanding shares of all classes of stock entitled to vote thereon, voting as a single class, or 70% of the authorized number of directors, to adopt, amend or repeal the Registrant's By-Laws. Article Ten of the Registrant's Articles of Incorporation requires the affirmative vote of at least 75% of the outstanding shares of all classes of voting stock of the corporation, voting as a single class, to approve certain transactions between the Registrant and a "related person" (as defined therein).

The Registrant's By-Laws and Articles of Incorporation and an amendment thereto are incorporated by reference or included herewith as Exhibits 3.1, 3.1a and 3.2 hereto, all of which are hereby incorporated into this Item by reference.

ITEM 2. EXHIBITS.

Exhibit Number -----	Description of Exhibit -----
3.1	Articles of Incorporation of Registrant filed as Exhibit 3 to Registration Statement No. 2-80070 and incorporated herein by reference.
3.1a	Amendment dated April 15, 1996 to Articles of Incorporation of Registrant filed as Exhibit 3.1a to Registrant's Quarterly Report for the quarter ended March 31, 1996 and incorporated herein by reference.
3.2	By-Laws of Registrant filed as Exhibit 3.2 to Registrant's Annual Report on Form 10-K for the year ended December 31, 1995 and incorporated herein by reference.

SIGNATURES

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.

Cass Commercial Corporation

(Registrant)

Date April 19, 1996

By /s/ Lawrence A. Collett

Lawrence A. Collett
Chairman and
Chief Executive Officer