

BEAR STEARNS COMPANIES INC
Form 8-A12B
September 25, 2003

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

The Bear Stearns Companies Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

13-3286161

(IRS Employer
Identification No.)

383 Madison Avenue
New York, New York

(Address of principal
executive offices)

10179

(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.

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.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-104455

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

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Principal Protected Notes
Linked to the S&P 500 Index
Due October 1, 2008

American Stock Exchange LLC

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

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

None

Not Applicable

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

The description of the general terms and provisions of the Principal Protected Notes Linked to the S&P 500 Index Due October 1, 2008 to be issued by the registrant (the "Notes") set forth in the Preliminary Pricing Supplement dated August 20, 2003, attached hereto as Exhibit 99.1(b), the Prospectus Supplement dated April 24, 2003 and the Prospectus dated April 24, 2003, each attached hereto as Exhibit 99.1(a), which contain certain proposed terms and provisions, are hereby incorporated by reference. The description of the general terms and provisions of the Notes set forth in the Pricing Supplement to be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, under the registrant's Registration Statement on Form S-3 (File No. 333-104455), which will contain the final terms and provisions of the Notes, is hereby deemed to be incorporated by reference herein and made a part hereof.

Item 2. Exhibits.

- 4.1(a) Indenture, dated as of May 31, 1991, between The Bear Stearns Companies Inc. and JPMorgan Chase Bank (formerly, The Chase Manhattan Bank) (incorporated by reference to Exhibit 4(a)(1) to the registrant's Registration Statement on Form S-3 (File No. 33-40933)).
- 4.1(b) First Supplemental Indenture, dated as of January 29, 1998, between The Bear Stearns Companies Inc. and JPMorgan Chase Bank (formerly, The Chase Manhattan Bank) (incorporated by reference to Exhibit 4(a)(2) to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 2, 1998).
- 4.2 Form of Note.
- 99.1(a) Prospectus Supplement, dated April 24, 2003 and Prospectus, dated April 24, 2003, each relating to Medium Term Notes, Series B (incorporated by reference to the registrant's filing under Rule 424(b)(5), dated April 24, 2003).
- 99.1(b) Preliminary Pricing Supplement describing the Principal Protected Notes Linked to the S&P 500 Index Due September __, 2008, subject

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to completion, dated August 20, 2003 (incorporated by reference to the registrant's filing under Rule 424(b)(5), dated August 20, 2003).

2

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.

THE BEAR STEARNS COMPANIES INC.

By: /s/ Kenneth L. Edlow

Name: Kenneth L. Edlow
Title: Secretary

Dated: September 25, 2003

3

EXHIBIT INDEX

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