

Rexnord Corp
Form 8-A12B
December 07, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

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

REXNORD CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

20-5197013
(I.R.S. Employer or Identification No.)

247 Freshwater Way, Suite 300, Milwaukee, WI
(Address of principal executive offices)

53204
(Zip Code)

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 |
|---|--|
| Depository Shares, each representing a 1/20th interest in a share of 5.75% Series A Mandatory Convertible Preferred Stock | New York Stock Exchange |

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 file number to which this form relates: 333-193610

Securities to be registered pursuant to Section 12(g) of the Act: None.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

Rexnord Corporation (the Company) is registering Depositary Shares, each representing a 1/20th interest in a share of 5.75% Series A Mandatory Convertible Preferred Stock (the Mandatory Convertible Preferred Stock), pursuant to this Form 8-A. The descriptions of the Depositary Shares and the underlying Mandatory Convertible Preferred Stock are contained in the sections captioned Description of Mandatory Convertible Preferred Stock and Description of Depositary Shares in the Company's prospectus supplement, dated December 1, 2016, which constitutes a part of the Registration Statement on Form S-3 (Registration No. 333-193610). Such sections are incorporated herein by reference.

Item 2. Exhibits.

**The filings
referenced for incorporation by
reference are Company
(Rexnord Corporation) filings
(File No. 001-35475)**

Exhibit

Number

Description of Exhibit

| | | |
|-----|---|--|
| 3.1 | Amended and Restated Certificate of Incorporation | Exhibit 3.1 to the Company's Form 8-K dated April 3, 2012 |
| 3.2 | Amended and Restated By-Laws | Exhibit 3.1 to the Company's Form 8-K dated July 14, 2014 |
| 3.3 | Certificate of Designations | Exhibit 3.1 to the Company's Form 8-K dated December 7, 2016 |
| 4.4 | Form of Certificate | Exhibit 4.1 to the Company's Form 8-K dated December 7, 2016 |
| 4.5 | Deposit Agreement | Exhibit 4.2 to the Company's Form 8-K dated December 7, 2016 |
| 4.6 | Form of Depositary Receipt | Exhibit 4.3 to the Company's Form 8-K dated December 7, 2016 |

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.

REXNORD CORPORATION

Date: December 7, 2016

By: /s/ Patricia M. Whaley
Patricia M. Whaley
Vice President, General Counsel and Secretary