

INTERPOOL INC  
Form 8-A12B  
January 06, 2005

**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**

**INTERPOOL, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State of Incorporation or Organization)

**13-3467669**

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

**211 College Road East, Princeton, New Jersey**

(Address of Principal Executive Offices)

**08540**

(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), please 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), please check the following box. []

Securities Act registration statement file number to which           N/A            
this form relates: (If Applicable)

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

<u>Title of Each Class to be so Registered</u>	<u>Name of Each Exchange on which Each Class is to be Registered</u>
Common Stock, \$.001 par value	New York Stock Exchange, Inc.
9.25% Convertible Redeemable Subordinated Debentures due 2022	New York Stock Exchange, Inc.

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**

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The description of the Common Stock, \$.001 par value, of Interpool, Inc. (the "Company") to be registered hereunder is set forth under the caption "Description of Capital Stock" in the Prospectus included within Post Effective Amendment No. 1 to the Registration Statement of the Company on Form S-1 filed on November 22, 2002 with the Securities and Exchange Commission (Registration No. 333-86370) (the "2002 Registration Statement"), which description is incorporated herein by reference.

The description of the 9.25% Convertible Redeemable Subordinated Debentures Due 2022 of the Company to be registered hereunder is set forth under the caption Description of Debentures in the Prospectus included within the 2002 Registration Statement, which description is incorporated herein by reference.

**Item 2. Exhibits**

3.1 Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (Reg. No. 33-59498)).

3.2 Form of Restated Bylaws of the Company (incorporated herein by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1 (Reg. No. 33-59498)).

4.1 Form of Certificate representing the Common Stock of the Company (incorporated herein by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (Reg. No. 33-59498)).

4.2 Form of Indenture between Interpool, Inc. and The Bank of New York, as trustee, related to the 9.25% Convertible Redeemable Subordinated Debentures (incorporated herein by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-1 (Reg. No. 333-86370)).

4.3 Form of First Supplemental Indenture between Interpool, Inc. and The Bank of New York, as trustee, related to the 9.25% Convertible Redeemable Subordinated Debentures (incorporated herein by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-1 (Reg. No. 333-86370)).

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.

Interpool, Inc.  
(Registrant)

By: /s/ Arthur L. Burns  
Name: Arthur L. Burns  
Title: Executive Vice President,  
General Counsel and Director

Date: January 6, 2005