

Nalco Holding CO

Form 8-A12B

November 02, 2004

As filed with the Securities and Exchange Commission on November 2, 2004.

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 EXCHANGE ACT OF 1934

NALCO HOLDING COMPANY

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State of Incorporation or Organization)

1601 West Diehl Road, Naperville, Illinois

(Address of Principal Executive Offices)

16-1701300

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

60563

(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 this form relates:

333-118583

(If applicable)

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

Title of Each Class
to be so Registered

Common stock, par value \$0.01 per share

Name of Each Exchange on Which
Each Class is to be Registered

New York Stock Exchange

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

None

(Title of Class)

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

A description of the common stock, par value \$0.01 per share (the "Common Stock"), of Nalco Holding Company (the "Registrant") is contained in the prospectus constituting part of the Registrant's Registration Statement on Form S-1 (File No. 333-118583) (the "Registration Statement") relating to the Common Stock, filed under the Securities Act of 1933, as amended. The description of the Common Stock contained in the Registration Statement under the heading "Description of Capital Stock" is hereby incorporated by reference into this Form 8-A.

Item 2: Exhibits.

- 3.1 Form of Amended and Restated Certificate of Incorporation of the Registrant (Incorporated by reference to Exhibit 3.1 of the Registrant's Registration Statement on Form S-1 File No. 333-118583).
- 3.2 Form of Amended and Restated Bylaws of the Registrant (Incorporated by reference to Exhibit 3.2 of the Registrant's Registration Statement on Form S-1 File No. 333-118583).
- 4.1 Form of Certificate of Common Stock (Incorporated by reference to Exhibit 4.1 of the Registrant's Registration Statement on Form S-1 File No. 333-118583).

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.

NALCO HOLDING COMPANY

Date: November 2, 2004 By: /s/ Stephen N. Landsman

Name: Stephen N. Landsman
Title: General Counsel