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FLEETBOSTON FINANCIAL CORP

Form 8-A12B/A

November 04, 2003

FORM 8-A/A
AMENDMENT NO. 1

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE

SECURITIES EXCHANGE ACT OF 1934

FLEETBOSTON FINANCIAL CORPORATION
(Exact Name of Registrant as Specified in its Charter)

RHODE ISLAND
(State of incorporation or organization)

05-0341324
(I.R.S Employer
Identification No.)

100 FEDERAL STREET
BOSTON, MASSACHUSETTS
(Address of principal executive offices)

02110
(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

None

None

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. [X]

Securities Act registration statement file number to which this form relates:
(If applicable)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

PREFERRED STOCK PURCHASE RIGHTS
(TITLE OF EACH CLASS)

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The undersigned registrant hereby amends its registration statement on Form 8-A filed with the Securities and Exchange Commission on November 7, 2000, as follows:

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Item 1 to the Registration Statement on Form 8-A filed with the Securities and Exchange Commission on November 7, 2000 by the undersigned registrant is hereby amended by adding to the last paragraph of such Item the following:

AMENDMENT

FleetBoston Financial Corporation, a Rhode Island corporation ("FleetBoston"), and Bank of America Corporation, a Delaware corporation ("Bank of America"), entered into an Agreement and Plan of Merger, dated as of October 27, 2003 (the "Merger Agreement"). The Merger Agreement provides for the merger of FleetBoston with and into Bank of America (the "Merger"). In connection with the Merger Agreement, each party entered into an additional agreement, dated as of October 27, 2003, with the other (each, a "Stock Option Agreement") pursuant to which it granted to the other an irrevocable option to purchase, under certain circumstances, up to 19.9% of its outstanding common shares (together with the Merger Agreement, the Merger and the other transactions contemplated thereby, the "Transaction").

In connection with the Transaction, the FleetBoston has entered into Amendment No. 1 to its Rights Agreement (the "Rights Agreement Amendment"), dated as of August 16, 2002, between FleetBoston and EquiServe, LP, as Rights Agent. The Rights Agreement Amendment is attached as Exhibit 4.1.1 hereto.

ITEM 2. EXHIBITS.

- 4.1.1 Amendment No. 1 to Rights Agreement, dated as of October 26, 2003, the Rights Agreement, dated as of August 16, 2000, between FleetBoston Financial Corporation, a Rhode Island corporation, and EquiServe, LP.

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.

FLEETBOSTON FINANCIAL CORPORATION

Dated: November 3, 2003

By: /s/ Gary A. Spiess

Name: Gary A. Spiess

Title: Executive Vice President and
General Counsel

EXHIBIT INDEX

- 4.1.1 Amendment No. 1 to Rights Agreement, dated October 26, 2003, the Rights Agreement, dated as of August 16, 2000, between FleetBoston Financial Corporation, a Rhode Island corporation, and EquiServe, LP.