

PS BUSINESS PARKS INC/CA
Form 8-A12B
September 07, 2012

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 (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

PS Business Parks, Inc.

(Exact name of registrant as specified in its charter)

California
(State of incorporation

or organization)

701 Western Avenue, Glendale, California

95-4300881
(IRS Employer

Identification No.)

91201-2397

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(Address of principal executive offices)

(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 1/1,000 of a Share of
5.75% Cumulative Preferred Stock, Series U, par value \$.01 per
share

New York Stock Exchange, Inc.

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: 333-180058 (if applicable)

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

N/A

(Title of class)

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

A description of the Depositary Shares Each Representing 1/1,000 of a Share of 5.75% Cumulative Preferred Stock, Series U, par value \$.01 per share, of PS Business Parks, Inc. is included on the cover page and under the section entitled "Description of Preferred Stock and Depositary Shares" beginning on page S-5 of the prospectus supplement dated September 5, 2012 to the prospectus dated March 13, 2012 (relating to Registrant's Registration Statement on Form S-3 (No. 333-180058), as amended) that was filed by Registrant with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Prospectus Supplement"), which Prospectus Supplement shall be deemed to be incorporated herein by reference.

ITEM 2. Exhibits.

The following exhibits are being filed with the copies of this Form 8-A Registration Statement filed with the New York Stock Exchange, Inc. and the Securities and Exchange Commission:

1. Deposit Agreement dated as of September 5, 2012 among PS Business Parks, Inc., American Stock Transfer & Trust Company, as depositary, and the holders of the depositary receipts issued thereunder.
2. Certificate of Determination for the 5.75% Cumulative Preferred Stock, Series U.

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.

PS BUSINESS PARKS, INC.

By: /s/ Stephanie G. Heim

Name: Stephanie G. Heim

Title: Vice President

Date: September 6, 2012

Exhibit Index

| Exhibit No. | Description |
|--------------------|--|
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