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PACER INTERNATIONAL INC/TN
Form 8-A12G
May 23, 2002

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

Pacer International, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Tennessee

62-0935669

(State of Incorporation or Organization)

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

2300 Clayton Road, Suite 1200 Concord, California

94520

(Address of Principal Executive Offices)

(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:
333-53700

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

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

Common Stock, \$0.01 par value per share

(Title of Class)

(Title of Class)

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The description under the heading "Description of Capital Stock" relating to the Registrant's Common Stock, \$0.01 par value per share, in the Prospectus included in the Registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission (the "Registration Statement on Form S-1") (File No. 333-52712), as amended from time to time, is incorporated herein by reference.

Item 2. Exhibits.

The following exhibits are filed herewith (or incorporated by reference as indicated below):

1. Amended and Restated Charter of the Registrant incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1.
2. Form of Articles of Amendment of Charter incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1.
3. Form of Second Amended and Restated Charter of the Registrant incorporated by reference to Exhibit 3.3 to the Company's Registration Statement on Form S-1.
4. Amended and Restated Bylaws of the Registrant incorporated by reference to Exhibit 3.4 to Company's Registration Statement on Form S-1.
5. Second Amended and Restated Bylaws of the Registrant incorporated by reference to Exhibit 3.5 to the Company's Registration Statement on Form S-1.
6. Form of Certificate for Common Stock incorporated by reference to Exhibit 3.6 to the Company's Registration Statement on Form S-1.

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.

Pacer International, Inc.

(Registrant)

Date May 20, 2002 By /s/ Larry C. Yarberry

Lawrence C. Yarberry, Chief Financial Officer