

GREAT AMERICAN FINANCIAL RESOURCES INC
Form 8-A12B
November 03, 2003

FORM 8-A

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

AAG Holding Company, Inc.

(Exact name of registrant as specified in its charter)

Ohio
(Jurisdiction of incorporation

or organization)

31-14759636
(IRS Employer

Identification No.)

250 East Fifth Street, Cincinnati, Ohio
(Address of principal executive offices)

45202
(Zip Code)

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

Title of each class

to be registered

7.50% Senior Debentures due 2003

Name of each exchange on

which each class is to be registered

New York Stock Exchange

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(guaranteed by Great American

Financial Resources, 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), 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), check the following box.

Securities Act registration statement file number to which this form relates: 333-60044

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description Of Registrant's Securities To Be Registered.

The material set forth in the section captioned "Description of Debt Securities AAG Holding Company May Offer" in the Registrant's and Great American Financial Resources, Inc.'s registration statement on Form S-3 (File No. 333-60044) filed with the Commission on May 2, 2001 (such registration statements, as amended, including all documents incorporated therein by reference, being herein after referred to as the "Registration Statements") and the materials set forth in the section captioned "Description of the Debentures" in the Prospectus Supplement of the Registrant and AAG filed with the Commission on November 3, 2003 pursuant to Rule 424(b) under the Securities Act of 1933 which shall supplement the Prospectus contained in the Registration Statement, is incorporated herein by reference.

Item 2. Exhibits.

1. Indenture dated as of June 1, 1998, among the Registrant, as issuer, Great American Financial Resources, Inc., as guarantor, and U.S. Bank, N.A. (formerly known as Star Bank, N.A.), as trustee (incorporated by reference to Exhibit 4.3 of the Registrant's Registration Statement on Form S-3 (Registration No. 333-41071))
2. Form of Supplemental Indenture among the Registrant, as issuer, Great American Financial Resources, Inc., as guarantor, and U.S. Bank, N.A. (formerly known as Star Bank, N.A.), as trustee
3. Form of 7.50% Senior Debentures due 2033, including guarantee of Great American Financial Resources, Inc. (included in Exhibit 2)

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, thereunto duly authorized.

AAG HOLDING COMPANY, INC.

By: /s/ Mark F. Muething

Mark F. Muething

Senior Vice President, General Counsel

and Secretary

Dated: October 31, 2003