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PRICE ENTERPRISES INC  
Form 8-A12B  
August 10, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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

PRICE ENTERPRISES, INC.  
(Exact Name of Registrant as Specified in Its Charter)

MARYLAND  
(State of Incorporation)

33-0628740  
(I.R.S. Employer  
Identification No.)

17140 BERNARDO CENTER DRIVE, SUITE 300  
SAN DIEGO, CALIFORNIA  
(Address of Principal  
Executive Offices)

92128  
(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. /X/

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 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

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Common Stock, \$.0001 Par Value

American Stock Exchange

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

None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

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Price Enterprises, Inc., a Maryland corporation ("Enterprises"), will issue shares (the "Shares") of its Common Stock, par value \$.0001 per share, in connection with the merger transaction described in Enterprises' Registration Statement on Form S-4 (File No. 333-61620) filed with the Securities and Exchange Commission (the "SEC") on May 25, 2001, as amended by Amendment No. 1 to Form S-4 filed June 19, 2001, Amendment No. 2 to Form S-4 filed July 6, 2001 and Amendment No. 3 to Form S-4 filed July 31, 2001 (the "Registration Statement"). A description of the Shares meeting the requirements of this item appears under the caption "Description of Enterprises Capital Stock" in the Registration Statement.

ITEM 2. EXHIBITS.

- 3.1(1) Articles of Incorporation of Enterprises.
- 3.2(2) Articles Supplementary of Enterprises.
- 3.3(1) Bylaws of Enterprises.
- 3.4(3) Articles of Amendment of Enterprises.
- 3.5(4) Form of Articles of Amendment and Restatement of Enterprises.
- 4.1(5) Form of Price Enterprises, Inc. Common Stock Certificate.

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- (1) Incorporated by reference to Enterprises' Transition Report on Form 10-K filed with the SEC on March 27, 1998.
- (2) Incorporated by reference to Enterprises' Registration Statement on Form 8-A filed with the SEC on August 7, 1998.
- (3) Incorporated by reference to Enterprises' Annual Report on Form 10-K filed with the SEC on March 19, 2001.
- (4) Incorporated by reference to Enterprises' Current Report on Form 8-K filed with the SEC on March 23, 2001.
- (5) Incorporated by reference to Enterprises' Registration Statement on Form S-4 (File No. 33-55481) filed with the SEC on September 15, 1994, as amended by Amendment No. 1 to Form S-4 filed November 3, 1994 and Amendment No. 2 to Form S-4 filed November 17, 1994.

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SIGNATURE

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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, Enterprises has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: August 10, 2001

PRICE ENTERPRISES, INC.

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By: /s/ Gary B. Sabin

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Name: Gary B. Sabin

Title: President and Chief Executive Officer