

HALLMARK FINANCIAL SERVICES INC

Form 8-A12B

August 09, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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

HALLMARK FINANCIAL SERVICES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Nevada

87-0447375

(State or Other Jurisdiction of
Incorporation)

(IRS Employer
Identification No.)

777 Main Street, Suite 1000, Fort Worth, Texas

76102

(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

Common Stock, par value \$0.03 per share

American Stock Exchange

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. [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), check the following box. []

Securities Act registration statement file number to which this form relates: N/A (if applicable)

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

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

The Registrant's authorized capital stock consists of 100,000,000 shares of common stock, \$0.03 par value per share (the "Common Stock"). Holders of the Common Stock are entitled to one vote per share held of record on all matters submitted to a vote of shareholders. Cumulative

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voting for the election of directors is prohibited. The Board of Directors of Registrant is not classified. The Articles of Incorporation of the Registrant may be amended upon the affirmative vote of a majority of the shares of Common Stock entitled to vote on such amendment.

Holders of the Common Stock are entitled to receive such dividends as the Board of Directors, in its discretion, may declare from time to time out of funds legally available therefor. In the event of any liquidation, dissolution or winding-up of Registrant's affairs, the holders of Common Stock are entitled to receive the distribution of any assets remaining after payment of all of Registrant's debts and liabilities.

Holders of the Common Stock have no conversion, preemptive or other subscription rights and there are no redemption rights or sinking fund provisions with respect to the Common Stock. All outstanding shares of the Common Stock are fully paid and non-assessable.

Item 2. Exhibits

None.

SIGNATURES

Pursuant to the requirements of Section 12 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.

HALLMARK FINANCIAL SERVICES, INC.

Date: August 9, 2005

By: /s/ Mark J. Morrison

Mark J. Morrison, Chief Operating Officer
and Chief Financial Officer