

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

ARABIAN AMERICAN DEVELOPMENT COMPANY

(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation or organization)

75-1256622  
(I.R.S. Employer  
Identification No.)

1600 Hwy 6 South, Suite 240, Sugar Land, Texas 77478  
(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, ten cent (\$.10) par value

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), 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: \_\_\_\_\_ (if applicable)

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

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

Common Shares of Arabian American Development Company ("Registrant")

The authorized capital stock of Registrant consists of 40,000,000 shares of common stock, ten cent (\$.10) par value (the "Common Stock"). *See*, Certificate of Amendment to Certificate of Incorporation of Registrant, dated January 15, 1993, and attached hereto as Exhibit 1. This Form 8-A is being filed in connection with listing of the Common Stock on The New York Stock Exchange and Registrant's voluntary withdrawal of its listing of the Common Stock on The Nasdaq Stock Market LLC.

### **Description of Common Stock**

*Dividends.* The holders of Common Stock will be entitled to receive dividends, if and when declared payable from time to time by the Board of Directors of Registrant (the "Board").

*Liquidation.* Upon any liquidation, dissolution and/or winding up of Registrant, the holders will share ratably in assets remaining after payment of liabilities.

*Voting Rights.* Each outstanding share of Common Stock of Registrant will entitle the holder thereof to one vote on each matter on which stockholders generally are entitled to vote. When a quorum is present at any meeting, the vote of the holders of a majority of the Common Stock, having voting power present in person or represented by proxy, shall decide any question brought before such meeting, unless an express provision of the Certificate of Incorporation of Registrant ("Certificate"), dated May 4, 1967, and attached hereto as Exhibit 2, and/or the Amended and Restated By-Laws of Registrant ("By-Laws"), dated April 26, 2007, and attached hereto as Exhibit 3, provide otherwise.

### **Classification of the Board of Directors.**

The By-Laws mandate that Directors shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as possible, as determined by the Board of Directors, one class to be elected for a term expiring at the annual meeting of stockholders to be held in year 1, another class to be elected for a term expiring at the annual meeting of stockholders to be held in year 2, and another class to be elected for a term expiring at the annual meeting of stockholders to be held in year 3, with each class to hold office until its successor is elected and qualified, except as provided in Section 2 of the By-Laws. Section 2 of the By-Laws states that if any vacancies occur in the Board of Directors caused by death, resignation, retirement, disqualification or removal from office of any Directors or otherwise, or any new directorship is created by any increase in the authorized number of Directors, a majority of the Directors then in office, though less than a quorum, may choose a successor or successors to fill the newly created directorship and the Directors so chosen shall hold office until the next annual meeting of the stockholders and shall stand for election for the balance of his term at that meeting, unless his term expires at such annual meeting. Cumulative voting is not permitted or required.

### **Other**

The Common Stock is not convertible into, or exchangeable for, any other class or series of Registrant's capital stock. No restrictions exist on the alienability of the Common Stock. The rights of holders of the Common Stock may not be modified otherwise than by a vote of a majority or more of the outstanding shares. Holders of Common Stock have no preemptive or other rights to subscribe for or purchase additional securities of Registrant. The Certificate of Registrant contains no sinking fund provisions or redemption provisions with respect to the Common Stock. The outstanding shares of Common Stock are not liable to further call or to assessment by Registrant. No personal liability will attach to holders under the laws of the State of Delaware (Registrant's state of incorporation) or of the State of Texas (the state in which Registrant's

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principal place of business is located). There are no anti-takeover provisions in Registrant's Certificate or By-Laws.

The foregoing description of the Common Stock is qualified in its entirety by the full terms of the Common Stock, as set forth in Exhibits 1 through 3 to this registration statement which are incorporated by reference in this Item 1.

**Item 2. Exhibits.**

1. Certificate of Amendment to Certificate of Incorporation
2. Certificate of Incorporation (incorporated by reference to Exhibit 3(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (File No. 0-6247))
3. Amended and Restated Bylaws (incorporated by reference to Item 5.03 to the Company's Form 8-K dated April 26, 2007 (File No. 0-6247))

**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.

ARABIAN AMERICAN DEVELOPMENT COMPANY

Date: March 29, 2012

By: /s/ Connie Cook  
Connie Cook, Secretary

**EXHIBIT 1**

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
ARABIAN SHIELD DEVELOPMENT COMPANY**

Arabian Shield Development Company (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY;

FIRST: That at a meeting of the Board of Directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof. The text of the proposed amendment is as follows:

RESOLVED, that the first paragraph of Article Fourth of the Certificate of Incorporation be amended to read in its entirety as follows:

"FOURTH. The total number of shares of stock which the corporation shall have authority to issue is forty million (40,000,000) and the par value of each of such shares is Ten Cents (\$.10) amounting in the aggregate to Four Million Dollars (\$4,000,000)."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of the Corporation was duly called and held on December 29, 1992, upon notice in accordance with Section 222 of the General Corporation law of the state of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned does hereby execute this Certificate for and on behalf of the Corporation, and does hereby acknowledge that this Certificate is the act and deed of the Corporation and that the facts stated herein are true.

DATED: January 15, 1993

By: /s/ Jack Crichton

Jack Crichton, Chairman of the Board

Attest: /s/ Drew Wilson

Drew Wilson, Secretary