

BEAR STEARNS COMPANIES INC
Form 8-A12B/A
July 18, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A/A

(Amendment No. 1)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

The Bear Stearns Companies Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

13-3286161
(IRS Employer Identification No.)

383 Madison Avenue
New York, New York
(Address of principal executive
offices)

10179
(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), 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. o

Securities Act registration statement file number to which this form relates: 333-13666

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

**Title of each class
to be so registered**
BearLinxSM Alerian MLP Select
Index ETN

**Name of each exchange on which
each class is to be registered**
New York Stock Exchange, Inc.

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

**Title of each class
to be so registered**

None

**Name of each exchange on which
each class is to be registered**

Not Applicable

INFORMATION REQUIRED IN REGISTRATION STATEMENT

This amendment is being filed by the registrant to change the title of the class of securities to be registered from the title included in the registrant's Form 8-A filed with the Securities Exchange Commission on June 29, 2007 to "BearLinxSM Alerian MLP Select Index ETN".

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

The description of the general terms and provisions of the BearLinxSM Alerian MLP Select Index ETN (formerly the "\$[] Medium-Term Notes, Series B, Linked to the Performance of the Alerian MLP Select Index Due [June , 2027]") to be issued by the registrant (the "Notes") set forth in (i) the Preliminary Pricing Supplement dated June 22, 2007 (subject to completion), attached hereto as Exhibit 5, (ii) the Prospectus Supplement dated August 16, 2006, attached hereto as Exhibit 4 and (iii) the Prospectus dated August 16, 2006, attached hereto as Exhibit 4, each of which contain certain proposed terms and provisions, are hereby incorporated by reference. The description of the general terms and provisions of the Notes set forth in the Pricing Supplement to be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, under the registrant's Registration Statement on Form S-3 (File No. 333-121744), which will contain the final terms and provisions of the Notes, is hereby deemed to be incorporated by reference herein and made a part hereof.

Item 2. Exhibits.

- 4.1 Indenture, dated as of May 31, 1991, between The Bear Stearns Companies Inc. and The Bank of New York as successor in interest to JPMorgan Chase Bank, N.A. (formerly, The Chase Manhattan Bank) (incorporated by reference to Exhibit 4(a)(1) to the registrant's Registration Statement on Form S-3 (File No. 33-40933)).
- 4.2 First Supplemental Indenture, dated as of January 29, 1998, between The Bear Stearns Companies Inc. and The Bank of New York as successor in interest to JPMorgan Chase Bank, N.A. (formerly, The Chase Manhattan Bank) (incorporated by reference to Exhibit 4(a)(2) to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 2, 1998).
- 4.3 Form of Note related to the BearLinxSM Alerian MLP Select Index ETN.
- 99.1 Prospectus relating to Debt Securities and Prospectus Supplement relating to Medium-Term Notes, Series B, each dated August 16, 2006 (incorporated by reference to the registrant's filings under Rule 424(b)(5), each filed with the Securities and Exchange Commission on August 16, 2006).
- 99.2 Preliminary Pricing Supplement describing the BearLinxSM Alerian MLP Select Index ETN (formerly the "\$[] Medium-Term Notes, Series B, Linked to the Performance of the Alerian MLP Select Index Due [June , 2027]"), subject to completion, dated June 22, 2007 (incorporated by reference to the registrant's filing under Rule 424(b)(2), filed with the Securities and Exchange Commission on June 22, 2007).
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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.

THE BEAR STEARNS COMPANIES INC.

By: /s/ Kenneth L. Edlow

Name: Kenneth L. Edlow

Title: Secretary

Dated: July 18, 2007

EXHIBIT INDEX

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