

WESTCOAST HOSPITALITY CORP

Form 8-A12B

February 03, 2004

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**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**

**WESTCOAST HOSPITALITY CORPORATION**

(Exact name of registrant as specified  
in its charter)

**WASHINGTON**

(State of incorporation or organization)

**91-1032187**

(I.R.S. Employer Identification No.)

**201 W. North River Drive, Suite 100,  
Spokane, Washington 99201**

(Address of principal executive offices)  
(Zip code)

**WESTCOAST HOSPITALITY CAPITAL TRUST**

(Exact name of registrant as specified  
in its charter)

**DELAWARE**

(State of incorporation or organization)

**75-6700808**

(I.R.S. Employer Identification No.)

**201 W. North River Drive, Suite 100,  
Spokane, Washington 99201**

(Address of principal executive offices)  
(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 numbers to which this form relates: 333-110214 and 333-110214-01

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**

% Trust Preferred Securities (Liquidation  
Amount of \$25 per Trust Preferred Security) of  
WestCoast Hospitality Capital Trust (and the  
related guarantee)

New York Stock Exchange, Inc.

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

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

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

A description of the securities to be registered is set forth under the caption "Description of Securities" in the prospectus that forms a part of the registrant's registration statement on Form S-1, as amended (Registration Nos. 333-110214 and 333-110214-01), filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, and is incorporated herein by reference. The prospectus to be filed by the registrant with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference into this Registration Statement on Form 8-A.

**Item 2. Exhibits.**

**Description of Exhibit**

- |    | Description of Exhibit   |
|----|--|
| 1. | Certificate of Trust of WestCoast Hospitality Capital Trust (incorporated by reference to Exhibit 4.2 of the Registration Statement on Form S-1, filed with the Securities and Exchange Commission on November 4, 2003 (File Nos. 333-110214 and 333-110214-01)) |
| 2. | Declaration of Trust of WestCoast Hospitality Capital Trust (incorporated by reference to Exhibit 4.3 of the Registration Statement on Form S-1, filed with the Securities and Exchange Commission on November 4, 2003 (File Nos. 333-110214 and 333-110214-01)) |
| 3. | Form of Amended and Restated Declaration of Trust (incorporated by reference to Exhibit 4.4 of the Registration Statement on Form S-1, filed with the Securities and Exchange Commission on November 4, 2003 (File Nos. 333-110214 and 333-110214-01))           |
| 4. | Form of Trust Preferred Security (included in Exhibit 3)   |
| 5. | Form of Indenture (incorporated by reference to Exhibit 4.5 of the Registration Statement on Form S-1, filed with the Securities and Exchange Commission on November 4, 2003 (File Nos. 333-110214 and 333-110214-01))   |
| 6. | Form of Junior Subordinated Debenture (included in Exhibit 5)  |
| 7. | Form of Trust Preferred Securities Guarantee Agreement (incorporated by reference to Exhibit 4.9 of the Registration Statement on Form S-1, filed with the Securities and Exchange Commission on November 4, 2003 (File Nos. 333-110214 and 333-110214-01))      |

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**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrants have duly caused this registration statement to be signed on their behalf by the undersigned, thereto duly authorized.

Dated: February 3, 2004

WESTCOAST HOSPITALITY CORPORATION

By: /s/ Arthur M. Coffey

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Arthur M. Coffey, President and Chief  
Executive Officer

WESTCOAST HOSPITALITY CAPITAL  
TRUST

By: /s/ Peter P. Hausback

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Peter P. Hausback,  
Trustee

By: /s/ Thomas L. McKeirnan

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Thomas L. McKeirnan,  
Trustee