

PRICESMART INC
Form 8-A12G
December 17, 2004

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**

PriceSmart, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation

or organization)

9740 Scranton Road

San Diego, CA
(Address of principal executive offices)

33-0628530
(IRS Employer

Identification No.)

92121-1745
(Zip Code)

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

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Title of each class

Name of each exchange on which

to be so registered:

each class is to be registered:

None

None

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), please check the following box. x

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

Rights to purchase shares of common stock, par value \$0.0001 per share

(Title of Class)

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

A description of the rights to purchase shares of common stock, par value \$0.0001 per share (the Rights), of PriceSmart, Inc. a Delaware corporation (PriceSmart), will be contained in a prospectus, constituting part of PriceSmart's registration statement on Form S-3 filed with the Securities and Exchange Commission (the SEC) on December 2, 2004 (File No. 333-120953), as amended by Amendment No. 1 to Form S-3 on Form S-1 filed with the SEC on December 15, 2004, relating to the Rights, to be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (such prospectus as filed pursuant to Rule 424(b), the Prospectus). The description of the Rights contained in the Prospectus under the heading The Rights Offering is hereby incorporated by reference into this Form 8-A.

Item 2. Exhibits.

1. Form of Common Stock Rights Certificate of PriceSmart, Inc.(1)

(1) Incorporated by reference from PriceSmart, Inc.'s registration statement on Form S-3 filed with the SEC on December 2, 2004 (File No. 333-120953), as amended by Amendment No. 1 to Form S-3 on Form S-1 filed with the SEC on December 15, 2004.

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, thereunto duly authorized.

PRICESMART, INC.

By: /s/ John M. Heffner

John M. Heffner

Chief Financial Officer

Date: December 17, 2004