

**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**

CARRIAGE SERVICES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation or organization)

76-0423828
(I.R.S. Employer
Identification No.)

1300 POST OAK BLVD., SUITE 1500
HOUSTON, TEXAS
(Address of principal executive offices)

77056
(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

Class A Common Stock, par
value \$.01 per share

Nasdaq National Market

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instructions A.(c)(1), please check the following box. []

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A.(c)(2), please check the following box.

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

None
(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The class of securities to be registered hereby is the Class A Common Stock, par value \$.01 per share (the "Common Stock"), of Carriage Services, Inc., a Delaware corporation (the "Company").

For a description of the Common Stock, see the information set forth under the caption "Description of Capital Stock" in the Prospectus contained in the Registration Statement on Form S-1 (Registration No. 333-05545), as amended, filed by the Company on June 7, 1996, which is incorporated herein by reference. Such description is set forth in Exhibit 4 to this Registration Statement.

ITEM 2. EXHIBITS.

Unless otherwise indicated, the following exhibits have been filed with the Nasdaq National Market only:

1. Amended and Restated Certificate of Incorporation of the Company
2. Amended and Restated Bylaws of the Company
3. Form of Common Stock Certificate

*4. Copy of the information set forth under the caption "Description of Capital Stock" in the Prospectus that is included in the Company's Registration Statement on Form S-1, as amended (Registration No. 333-05545).

*Filed herewith.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CARRIAGE SERVICES, INC.
(Registrant)

*By \s\ MELVIN C.
PAYNE
Name: Melvin C.
Payne
Title: President*

Date: July 23, 1996

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EXHIBIT 4
DESCRIPTION OF CAPITAL STOCK

The authorized capital stock of the Company consists of 30,000,000 shares of common stock and 50,000,000 shares of preferred stock, par value \$.01 per share ("Preferred Stock"). The Common Stock is divided into two classes: Class A Common Stock and Class B Common Stock. The Class A Common Stock and the Class B Common Stock are collectively referred to as "Common Stock."

COMMON STOCK

As of June 30, 1996, 2,521,000 shares of Common Stock were outstanding and held of record by 17 persons. Upon completion of the Offering, 3,400,000 shares of Class A Common Stock will be outstanding. In addition, 4,501,476 shares of Class B Common Stock will be outstanding after giving effect to the mandatory conversion of all outstanding shares of Preferred Stock (other than the Series D Preferred Stock) into 1,980,475 shares of Class B Common Stock. This total excludes 90,000 shares of Class B Common Stock issuable upon exercise of outstanding options at June 30, 1996.

The holders of Class A Common Stock are entitled to one vote for each share held on all matters submitted to a vote of Common stockholders. The holders of Class B Common Stock are entitled to ten votes for each share held on all matters submitted to a vote of Common stockholders. The Common Stock

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does not have cumulative voting rights, which means that the holders of a majority of the voting power of shares of Common Stock outstanding can elect all the directors and the holders of the remaining shares will not be able to elect any directors. Each share of Common Stock is entitled to participate equally in dividends, if, as and when declared by the Company's Board of Directors, and in the distribution of assets in the event of liquidation, subject in all cases to any prior rights of outstanding shares of Preferred Stock. The Company has never paid cash dividends on its Common Stock. The shares of Common Stock have no preemptive rights, redemption rights, or sinking fund provisions. The outstanding shares of Common Stock are, and the shares of Common Stock offered hereby upon issuance and sale will be, duly authorized, validly issued, fully paid and nonassessable.

It is anticipated that certain holders of Class B Common Stock will enter into a voting agreement (the "Voting Agreement"). The parties to the Voting Agreement will include Messrs. Payne, Duffey, Fingerhut, Millard, Snyder and Stedman and certain other stockholders. Pursuant to the Voting Agreement, each stockholder who is a party will agree not to sell his shares of Common Stock to a Competitor of the Company and not to vote in favor of any merger, consolidation or other similar business combination with a Competitor of the Company. The term "Competitor" is defined to mean any person or entity who is engaged in the funeral service, cemetery, crematory or related lines of business that, at the time of any proposed Disposition (or at any time within the 12-month period preceding the date of the proposed Disposition), has any operations within a 50-mile radius of any locations of the Company or an entity that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company, and includes any other person or entity who directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with any such person or entity.

Each share of Class B Common Stock is convertible at any time, at the option of the registered holder thereof, into one share of Class A Common Stock. In addition, each share of Class B Common Stock automatically converts into one share of Class A Common Stock upon a sale or transfer to anyone other than a permitted transferee. In any event, any outstanding shares of Class B Common Stock will be automatically converted into shares of Class A Common Stock on December 31, 2001.

PREFERRED STOCK

As of June 30, 1996, the Company's outstanding Preferred Stock consisted of 7,000,000 shares of Series A Preferred Stock, 545,000 shares of Series B Preferred Stock, 8,500,000 shares of Series C Preferred Stock and 8,545,616 shares of Series D Preferred Stock. Upon effectiveness of the Registration Statement, all outstanding shares of Preferred Stock (other than the Series D Preferred Stock) will have been automatically converted into shares of Class B Common Stock.

The Company is authorized to issue 50,000,000 shares of Preferred Stock. The Company's Board of Directors may establish, without stockholder approval, one or more classes or series of Preferred Stock having the number of shares, designations, relative voting rights, dividend rates, liquidation and other rights, preferences and limitations that the Board of Directors may designate. The Company believes that this power to issue Preferred Stock will provide flexibility in connection with possible corporate transactions. The issuance of Preferred Stock, however, could adversely affect the voting power of holders of Common Stock and restrict their rights to receive payments upon liquidation of the Company. It could also have the effect of delaying, deferring or preventing a change in control of the Company.

SERIES D PREFERRED STOCK

Through June 30, 1996, the Company has issued 8,545,616 shares of Series D Preferred Stock in six different transactions. The Company issued 6,355,000 shares of Series D Preferred Stock in connection with the acquisition of two funeral homes and one cemetery which were acquired in July 1996. These shares will remain outstanding following the Offering. The following description is a summary of the Certificate of Amendment to the Certificate of Designation for the Series D Preferred Stock, and it is qualified in its entirety by reference to that document.

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DIVIDENDS. The Series D Preferred Stock ranks, with respect to dividend rights and distribution of assets on liquidation, senior and prior to Common Stock and junior to, or on parity with, as the case may be, any other stock of the Company designated as senior to, or on parity with, as the case may be, Series D Preferred Stock. Holders of Series D Preferred Stock are entitled to receive cumulative annual cash dividends ranging from \$.06 to \$.07 per share payable quarterly, depending upon when such shares were issued. Upon any voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of Series D Preferred Stock then outstanding will be entitled to receive an amount of cash per share equal to \$1.00, together with all accrued and unpaid dividends, after any distribution is made on any senior securities and before any distribution is made on any junior securities, including Common Stock. As long as any shares of Series D Preferred Stock are outstanding, the Company may not pay a dividend (other than stock dividends in Common Stock) or other distribution on or repurchase Common Stock, directly or indirectly, unless all past due cumulative dividends on the Series D Preferred Stock have been paid. The terms of Series D Preferred Stock may be amended with the consent of the holders of a majority of the outstanding shares of Series D Preferred Stock.

REDEMPTION. The Series D Preferred Stock is mandatorily redeemable by the Company on December 31, 2001 (subject to conversion rights at any time on or prior to November 30, 2001) at a redemption price of \$1.00 per share plus all accrued and unpaid dividends to the date of redemption. The Series D Preferred Stock is redeemable, in whole or in part, at the option of the Company at any time during the period commencing on the second anniversary of the consummation of the Offering and ending on December 31, 2001 (subject to conversion rights up to 15 days prior to the redemption date) at a redemption price of \$1.00 per share plus accrued and unpaid dividends to the date of redemption. Partial redemptions must be pro rata.

CONVERSION. The Series D is convertible at any time into Class B Common Stock at an initial conversion base price ranging from \$15.00 to \$18.00 per share, subject to adjustment for certain antidilutive events. For the first six months following consummation of the Offering, the conversion price will be the lesser of the initial conversion price or the initial price of the Class A Common Stock to the public in the Offering. Thereafter, the conversion price increases every six months by \$.50 until the last day of the eighteenth month following the consummation of the Offering, whereupon the conversion price is the average market price for the ten days preceding the date of delivery of notice of conversion on the principal securities market on which the Class A Common Stock is then traded. Assuming an initial public offering of \$14.00, a total of 1,064,330 shares of Class B Common Stock would be issuable upon the conversion of the 14,900,616 shares of Series D Preferred Stock.

The conversion price at which Series D Preferred Stock is converted prior to the eighteen month anniversary of the consummation of the Offering is subject to reduction for certain dilutive issuances and to adjustments for stock dividends, splits and combinations.

VOTING RIGHTS. The Series D Preferred Stock has general voting rights on all issues submitted to stockholders. The number of votes to which each share of Series D Preferred Stock is entitled is a fraction of a vote determined by (i) dividing \$1.00 by the then effective conversion price per share and (ii) dividing the resulting fraction by 20. The Series D Preferred Stock is entitled, as a separate class, to vote upon (or consent to) any amendment to the Certificate of Incorporation, bylaws or Certificate of Designations which would adversely effect the rights or powers of the Series D Preferred Stock. The requisite vote for approval is a majority of the shares of Series D Preferred Stock outstanding.

REGISTRATION RIGHTS. Until December 31, 2005 or, as to any holder of Series D Preferred Stock, upon (a) the consent of the holder, (b) the date such holder owns less than the equivalent of 10,000 shares of fully diluted Class A Common Stock or Class B Common Stock, or (c) the date on which such holder is able to dispose of all shares of Class B Common Stock issuable upon conversion of the Series D Preferred Stock in one three month period under Rule 144, the holders of Series D Preferred Stock have piggyback registration rights on any offering by the Company of Common Stock to the public for cash except (i) shares issuable upon the exercise of employee or director stock options, or (ii) shares issued in mergers wherein the Company is the surviving corporation. The Company is required to give holders of Series D Preferred Stock at least 30 days prior written notice of the filing of a registration statement, including the estimated price

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range of the offering. The holders of the Series D Preferred Stock have waived their registration rights with respect to a Registration Statement filed by the Company with respect to the Offering.

DELAWARE LAW AND CERTAIN CHARTER PROVISIONS

The Company is a Delaware corporation and is subject to Section 203 of the Delaware General Corporation Law. In general, Section 203 prevents an "interested stockholder" (defined generally as a person owning 15% or more of the Company's outstanding voting stock) from engaging in a "business combination" (as defined in Section 203) with the Company for three years following the date that person becomes an interested stockholder unless (a) before that person became an interested stockholder, the Company's Board of Directors approved the transaction in which the interested stockholder became an interested stockholder or approved the business combination; (b) upon completion of the transaction that resulted in the interested stockholder's becoming an interested stockholder, the interested stockholder owns at least 85% of the voting stock outstanding at the time the transaction commenced (excluding stock held by directors who are also officers of the Company and by employee stock plans that do not provide employees with the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer); or (c) following the transaction in which that person became an interested stockholder, the business combination is approved by the Company's Board of Directors and authorized at a meeting of stockholders by the affirmative vote of the holders of at least two-thirds of the outstanding voting stock not owned by the interested stockholder.

Under Section 203, these restrictions also do not apply to certain business combinations proposed by an interested stockholder following the announcement or notification of one of certain extraordinary transactions involving the Company and a person who was not an interested stockholder during the previous three years or who became an interested stockholder with the approval of a majority of the Company's directors, if that extraordinary transaction is approved or not opposed by a majority of the directors who were directors before any person became an interested stockholder in the previous three years or who were recommended for election or elected to succeed such directors by a majority of such directors then in office.

The Company's Board of Directors is divided into three classes. The directors of each class are elected for three-year terms, with the terms of the three classes staggered so that directors from a single class are elected at each annual meeting of stockholders. Stockholders may remove a director only for cause upon the vote of holders of at least 80% of voting power of the outstanding shares of Common Stock. In general, the Board of Directors, not the stockholders, has the right to appoint persons to fill vacancies on the Board of Directors.

The Certificate of Incorporation provides that special meetings of holders of Common Stock may be called only by the Company's Board of Directors and that only business proposed by the Board of Directors may be considered at special meetings of holders of Common Stock.

The Certificate of Incorporation provides that the only business (including election of directors) that may be considered at an annual meeting of holders of Common Stock, in addition to business proposed (or persons nominated to be directors) by the directors of the Company, is business proposed (or persons nominated to be directors) by holders of Common Stock who comply with the notice and disclosure requirements set forth in the Certificate of Incorporation. In general, the Certificate of Incorporation requires that a stockholder give the Company notice of proposed business or nominations no later than 60 days before the annual meeting of holders of Common Stock (meaning the date on which the meeting is first scheduled and not postponements or adjournments thereof) or (if later) ten days after the first public notice of the annual meeting is sent to holders of Common Stock. In general, the notice must also contain information about the stockholder proposing the business or nomination, the stockholder's interest in the business, and (with respect to nominations for director) information about the nominee of the nature ordinarily required to be disclosed in public proxy solicitation statements. The stockholder also must submit a notarized letter from each of the stockholder's nominees stating the nominee's acceptance of the nomination and indicating the nominee's intention to serve as director if elected.

The Delaware General Corporation Law provides generally that the affirmative vote of a majority of the shares entitled to vote on any matter is required to amend a corporation's certificate of incorporation or bylaws, unless the corporation's certificate of incorporation or bylaws requires a greater percentage. The Certificate of Incorporation provides that approval by the holders of at least 66.7% of the voting power of the outstanding voting stock of the Company is required to amend the provisions of the Certificate of Incorporation previously discussed and certain other provisions.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Stock is .

End of Filing