

INTERNATIONAL BUSINESS MACHINES CORP

Form 8-A12B

November 16, 2012

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

INTERNATIONAL BUSINESS MACHINES
CORPORATION
(Exact name of registrant as specified in its charter)

New York
(State of Incorporation)

13-0871985
(I.R.S. Employer
Identification No.)

New Orchard Road
Armonk, New York 10504
(Address of principal executive offices)

10504
(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

€1,000,000,000 1.375% Notes Due 2019 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), please 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), please check the following box. ☐ o

Securities Act registration statement file number to which this form relates: 333-168333

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

None
(Title of Class)

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

The description of the securities to be registered is contained in the Prospectus Supplement dated November 12, 2012, and the Prospectus dated July 27, 2010, copies of which were electronically transmitted for filing with the Commission pursuant to Rule 424(b) on November 14, 2012, each of which form a part of the Registrant's Registration Statement on Form S-3 (No. 333-145104), and is incorporated herein by reference.

Item 2. Exhibits.

1. The following exhibits are filed with the Commission and the New York Stock Exchange, Inc.:

2.1 - Form of the Registrant's 1.375% Notes Due 2019 (incorporated by reference to Exhibit (2) to Registrant's Current Report on Form 8-K dated November 12, 2012).

2.2 - Indenture dated as of October 1, 1993, as amended by the First Supplemental Indenture dated as of December 15, 1995, between the Registrant and The Bank of New York Mellon, as Trustee (incorporated by reference to Registration Statement on Form S-3 (No. 333-145104)).

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.

INTERNATIONAL BUSINESS MACHINES
CORPORATION

(Registrant)

By: /s/ Robert Del Bene
Name: Robert Del Bene
Title: Vice President and Treasurer

Date: November 16, 2012