

As filed with the Securities and Exchange Commission on October 9, 1998

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):
September 24, 1997

BANKAMERICA CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

1-6523
(Commission File Number)

56-0906609
(IRS Employer Identification No.)

100 North Tryon Street
Charlotte, North Carolina
(Address of principal executive offices)

28255
(Zip Code)

(704) 386-5000
(Registrant's telephone number, including area code)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

Effective September 30, 1998, BankAmerica Corporation, a Delaware corporation ("BankAmerica (Pre-Merger)"), merged (the "Merger") with and into NationsBank Corporation (formerly known as NationsBank (DE) Corporation) ("NationsBank"), a Delaware corporation and successor by reincorporation merger to the North Carolina corporation of the same name ("NationsBank (NC)"), with NationsBank as the surviving corporation in the Merger and being renamed "BankAmerica Corporation" (the "Registrant"). The Merger was consummated pursuant to an Agreement and Plan of Reorganization, dated as of April 10, 1998, among BankAmerica (Pre-Merger) and NationsBank (NC) (the "Merger Agreement"). Pursuant to the Merger Agreement, NationsBank acquired all of the assets and assumed all of the liabilities and obligations of BankAmerica (Pre-Merger).

Pursuant to the Merger Agreement, upon consummation of the Merger on September 30, 1998 (the "Effective Date"), each share of BankAmerica (Pre-Merger) common stock, \$1.5625 par value per share (the "BankAmerica (Pre-Merger) Common Stock"), was converted into the right to receive 1.1316 shares (the "Exchange Ratio") of the Registrant's common stock ("Registrant Common Stock"), with cash being paid in lieu of fractional shares. A copy of the press release announcing the closing of the Merger is filed as Exhibit 99.1 to this Current Report on Form 8-K.

The Registrant's Registration Statement on Form S-4 (Registration No. 333-60553), which was declared effective by the Securities and Exchange Commission on August 4, 1998 (the "Registration Statement"), sets forth certain information regarding the Merger, NationsBank (NC) and BankAmerica (Pre-Merger), including, but not limited to, the date and manner of the Merger, a description of the assets involved, the nature and amount of consideration paid by NationsBank therefor, the method used for determining the amount of such consideration, the nature of any material relationships between BankAmerica (Pre-Merger) and NationsBank (NC) or any officer or director of NationsBank (NC) or any associate of any such officer or director, the nature of the business of BankAmerica (Pre-Merger) and NationsBank (NC) and the intended structure and operation of the combined company created in the Merger. In addition, the information set forth under Item 5 of this Current Report on Form 8-K is incorporated herein by reference.

ITEM 5. OTHER EVENTS.

Matters Related to the Merger.

Board of Directors. On the Effective Date, the following persons, who

were immediately prior thereto serving as members of the Board of Directors of NationsBank, became members of the Board of Directors of the Registrant: Hugh L. McColl, Jr., Chairman of the Board and CEO of the Registrant; Charles W. Coker, Chairman and CEO of Sonoco Products Company; Alan T. Dickson, Chairman of Ruddick Corporation; Paul Fulton, Chairman and CEO of Bassett Furniture Industries; C. Ray Holman, Chairman and CEO of Mallinckrodt, Inc.; W.W. Johnson, former Chairman and CEO of Bankers Trust of South Carolina; O. Temple Sloan, Jr., Chairman and CEO of General Parts, Inc.; Meredith R. Spangler, Chairman of the Board of the C.D. Spangler Foundation; Ronald Townsend, communications consultant; Jackie M. Ward, President and CEO of Computer Generation, Inc.; and Virgil R. Williams, Chairman and CEO of Williams Group International, Inc. On the same date, the following persons, who were immediately prior thereto serving as members of the Board of Directors of BankAmerica (Pre-Merger), became members of the Board of Directors of the Registrant: David A. Coulter, President of the Registrant; Timm F. Crull, retired Chairman and CEO of Nestle USA, Inc.; Kathleen Feldstein, President of Economic Studies, Inc.; Donald E. Guinn, Chairman and CEO of Pacific Telesis Group; Walter E. Massey, President of Morehouse College; Richard M. Rosenberg, retired Chairman and CEO of BankAmerica (Pre-Merger); A. Michael Spence, Dean of the Graduate School of Business at Stanford University; Solomon D. Trujillo, President and CEO of USWest Communications Group; and Shirley Young, Vice President of General Motors Corporation.

Shareholder Approval. As previously announced, at a special meeting in Charlotte, North Carolina on September 24, 1998, the shareholders of NationsBank (NC) approved the Merger Agreement and the transactions contemplated by that agreement, including the reincorporation of NationsBank (NC) as a Delaware company by means of a merger of NationsBank (NC) into its wholly-owned Delaware subsidiary, NationsBank, and the issuance of shares of NationsBank common stock, following the reincorporation, to BankAmerica (Pre-Merger) shareholders in connection with the Merger. The shareholders of NationsBank (NC) also approved an amendment and restatement of the NationsBank Key Employee Stock Plan. BankAmerica (Pre-Merger) shareholders approved the Merger at a special meeting in San Francisco, California on the same date. A copy of the press release announcing the approval of the Merger by the companies' respective shareholders was filed as Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed September 28, 1998.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

The Registrant has filed all required financial statements, pro forma financial information and exhibits required by Item 2 hereof with the Securities and Exchange Commission as part of the Registration Statement.

The following exhibits are filed herewith:

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
99.1	Text of press release, dated September 30, 1998, with respect to the closing of the Merger.
99.2	Text of press release, dated September 29, 1998, with respect to the election of directors to serve on the Registrant's Board of Directors.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BANKAMERICA CORPORATION

By: /s/ PAUL J. POLKING

 Paul J. Polking
 Executive Vice President and
 General Counsel

Dated: October 9, 1998

EXHIBIT INDEX

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FOR IMMEDIATE RELEASE

September 30, 1998

Contact: Bob Stickler (704-386-8465) or (704-386-5792)

NATIONSBANK AND BANKAMERICA CLOSE MERGER
CREATING LARGEST U.S. BANK

CHARLOTTE, NC, September 30, 1998 - NationsBank Corporation and BankAmerica Corporation today formally completed their merger, creating the largest bank in the United States.

The merged company holds a leading 8 percent of the nation's bank deposits. It is also the largest lender to individuals and businesses. The company has a relationship with 30 million, or one of three, American households and more than 85 percent of the Fortune 500 businesses. It serves customers from almost 5,000 banking offices in 22 states and the District of Columbia. More than 90 percent of the company's revenues come from within the United States.

The new company has offices in 38 countries and does business with 2 million businesses around the world. The company is number one in corporate relationships and among the leaders in money management for individuals and institutions.

Starting Oct. 1, customers of both Bank of America and NationsBank can use nearly 14,000 of the banks' ATMs around the country to make cash withdrawals or transfer funds between primary checking and savings accounts with no ATM fees. They should continue to conduct other business at the banking offices of their original company.

Beginning tomorrow (Oct. 1), the company's shares will be listed on the New York and Pacific stock exchanges as BankAmerica Corporation under the ticker symbol "BAC." The shares are also listed on the London and Tokyo exchanges.

NationsBank shareholders continue to hold shares in the new company. BankAmerica shareholders are entitled to 1.1316 shares in the new company for each share they owned as of the close of business today. This exchange will be made automatically for those stockholders holding their shares in brokerage accounts or various BankAmerica investment plans. Those holding shares in their own names will be contacted by the company as to how to exchange their shares.

While NationsBank shareholders starting tomorrow will see the usual market fluctuation in price, BankAmerica shareholders will notice that their individual share values will be lower than the closing price on Sept. 30, reflecting the fact that they now own 1.1316 shares for each share they previously owned.

Third quarter earnings will be reported as a combined company on Oct. 14. For the first half of 1998, the companies together earned \$4.0 billion, up 19 percent from a year earlier. Diluted per share earnings of \$2.30 were up 22 percent.

BankAmerica Corporation, with \$572 billion in total assets, is the largest bank in the United States, with full-service operations in 22 states and the District of Columbia. BankAmerica provides financial products and services to 30 million households and 2 million businesses, as well as providing international corporate financial services for business transactions in 190 countries. BankAmerica Corporation stock (ticker:BAC) is listed on the New York, Pacific, London and Tokyo stock exchanges.

www.nationsbank.com

www.bankamerica.com

FOR IMMEDIATE RELEASE

September 29, 1998

Contact: Bob Stickler (704-386-8465) at NationsBank
John Keane (415-622-2773) at BankAmerica

NEW BANKAMERICA CORPORATION ANNOUNCES BOARD
OF DIRECTORS

CHARLOTTE, NC, September 29, 1998 - Hugh McColl, chairman and chief executive officer of the new BankAmerica Corporation, today announced the 20-person Board of Directors for the company, which is to be created Sept. 30 from the merger of NationsBank and BankAmerica corporations.

"These women and men are truly outstanding representatives of business and academia whose experience and knowledge will be invaluable in helping guide our new company financially and strategically into a new century," McColl said. "And, we are America's bank, doing business across America and around the world. I'm extremely pleased that our board reflects that."

Under the merger agreement, the board consists of 11 directors of NationsBank and 9 directors of BankAmerica. McColl, currently chairman and chief executive officer of NationsBank Corporation, and David Coulter, chairman and chief executive officer of BankAmerica Corporation who is to become president of the new company, also are on the new board.

The directors are listed in alphabetical order:

Charles W. Coker is chairman and chief executive officer of Sonoco Products Company, a South Carolina manufacturer of paper and plastic products. He has been a NationsBank director since 1969.

Timm Crull, served as chairman and chief executive officer of Nestle USA, Inc., a processor of food and related products, from January 1992 until December 1994. He has been a director of BankAmerica Corporation since 1992 and was previously a director of Security Pacific Corporation before it was merged into BankAmerica.

Alan T. Dickson is chairman of Ruddick Corporation, a North Carolina-based diversified holding company. He has been a NationsBank director since 1969.

Kathleen Feldstein is president of Economics Studies, Inc., a Massachusetts-based private consulting firm. Her newspaper columns on economic affairs, written with her husband Martin Feldstein, appear regularly in newspapers around the world. She has been a BankAmerica director since 1987.

Paul Fulton is chairman and chief executive officer of Bassett Furniture Industries, a North Carolina furniture manufacturer. He was formerly Dean of the Kenan-Flagler Business School at the University of North Carolina. He has been a NationsBank director since 1993.

Donald Guinn was chairman and chief executive officer of Pacific Telesis Group, a telecommunications holding company, until his retirement in 1988. He has been a BankAmerica director since 1992 and previously served as a director of Security Pacific Corporation until it was merged into BankAmerica.

C. Ray Holman is chairman and chief executive officer of Mallinckrodt, Inc., a Missouri provider of health care products and specialty chemicals. He has been a NationsBank director since 1997.

W.W. "Hootie" Johnson is the former chairman and chief executive officer of Bankers Trust of South Carolina, which was merged into NationsBank Corporation in 1986. He has been a NationsBank director since that year.

Walter Massey is president of Morehouse College. Previously, he held senior positions at the University of California and was a director of the National Science Foundation, a federal agency that supports research and education in mathematics, science and engineering. He has been a BankAmerica director since 1993.

Richard Rosenberg is the retired chairman and chief executive officer of BankAmerica Corporation. He was CEO from 1990 through 1995. He has been a BankAmerica director since 1987.

O. Temple Sloan, Jr. is chairman and chief executive officer of General Parts, Inc., a North Carolina distributor of automotive replacement parts. He has been a NationsBank director since 1996.

Meredith R. Spangler is chairman of the board of the C.D. Spangler Foundation and a director of C.D. Spangler Construction Company in North Carolina. She has been a NationsBank director since 1988.

Michael Spence is dean of the Graduate School of Business at Stanford University. Previously he was a professor of Economics and Business Administration and the dean of the Faculty of Arts and Sciences at Harvard University. He has been a BankAmerica director since 1990.

Ronald Townsend is a communication consultant in Florida. Previously he served as chairman of US FiberOptics Corporation, a provider of fiber optics technology, and was also president of Gannett Television for the Gannett Company. He has been a NationsBank director since 1993.

Solomon Trujillo is president and chief executive officer of USWest Communications Group, a provider of telecommunications services. He was previous president and chief executive officer of USWest Marketing Resources Group. He has been a BankAmerica director since 1996.

Jackie M. Ward is president and chief executive officer of Computer Generation Inc., a Georgia computer software company. She has been a NationsBank director since 1994.

Virgil R. Williams is chairman and chief executive officer of Williams Group International, Inc., a Georgia industrial and environmental contracting company. He also serves as president of Williams Communications, Inc., a publishing company. He has been a NationsBank director since 1996 and was previously a director of Bank South Corporation from 1987 until it was merged into NationsBank in 1996.

Shirley Young is vice president of General Motors Corporation, a transportation company. Her responsibilities include China Strategic Development and Counseling for Asia Pacific. She has been a BankAmerica director since 1998.

The new board takes effect upon the consummation of the merger after the close of business on Sept. 30, 1998.

BankAmerica Corporation, with \$572 billion in total assets, will be the largest bank in the United States, with full-service operations in 22 states and the District of Columbia. BankAmerica provides financial products and services to 30 million households and 2 million businesses, as well as providing international corporate financial services for business transactions in 190 countries. BankAmerica Corporation stock (ticker:BAC) is listed on the New York, Pacific, London and Tokyo stock exchanges.

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