

As filed with the Securities and Exchange Commission

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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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):  
June 28, 1997

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

North Carolina  
(State or other jurisdiction of incorporation or organization)

1-6523  
(Commission File Number)

56-0906609  
(IRS Employer Identification No.)

NationsBank Corporate Center  
Charlotte, North Carolina  
(Address of principal executive offices)

28255  
(Zip Code)

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

ITEM 5. OTHER EVENTS.

On June 28, 1997, NationsBank Corporation, the registrant (the "Registrant"), entered into an Agreement and Plan of Acquisition (the "Agreement") by and among Montgomery Securities ("Montgomery"), The Pyramid Company and the Registrant pursuant to which the Registrant will acquire Montgomery (the "Acquisition"). Pursuant to the terms of the Agreement, the Registrant will pay \$1.2 billion in the Acquisition, in a combination of 70 percent cash and 30 percent unregistered shares of common stock of the Registrant. As part of the Agreement, the Registrant will create a \$100 million pool for the long-term retention of key Montgomery non-partner personnel. The pool will be funded fifty percent by options to purchase shares of common stock of the Registrant and fifty percent by cash. The Acquisition, which is subject to regulatory approvals, is expected to close in the fourth quarter of 1997.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The following exhibits are filed herewith:

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
99.1	Press Release dated June 30, 1997 with respect to the Registrant's acquisition of Montgomery Securities.

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.

NATIONSBANK CORPORATION

By: /s/ CHARLES M. BERGER  
Charles M. Berger  
Associate General Counsel

Dated: July 9, 1997

EXHIBIT INDEX

EXHIBIT NO.

DESCRIPTION OF EXHIBIT

99.1 Press Release dated June 30, 1997 with respect to the Registrant's acquisition of Montgomery Securities.

June 30, 1997 \_ NationsBank Corporation and Montgomery Securities today announced an agreement under which NationsBank will acquire Montgomery, creating one of the nation's top full-service investment banking organizations.

NationsBank will pay \$1.2 billion in the acquisition in a combination of 70 percent cash and 30 percent stock. The transaction, which is subject to regulatory approvals, is expected to close in the fourth quarter of 1997.

"The addition of Montgomery to our organization will create enormous value for our clients," said Ed Brown, president of NationsBank Global Finance. "Our goal is to be important partners with, and advisors to, our corporate and commercial clients. Montgomery's proven capabilities and expertise, particularly in equity distribution and its unique franchise in the growth sectors of the economy are a critical part of our overall vision for our corporate and commercial finance business."

Thomas Weisel, chief executive officer of Montgomery, said, "The combination of our two companies is a great fit and will allow us to reach our goal of providing one-stop shopping to our clients. Culturally, we are both extremely performance driven and team oriented. There also is real synergy between our two businesses. The breadth of the NationsBank corporate client base coupled with our investment banking, research and advisory capabilities will create a formidable player in the investment banking arena."

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Montgomery will retain significant autonomy and will continue to build on its success of the past 26 years. Montgomery will become part of NationsBanc Capital Markets, Inc., the NationsBank section 20 subsidiary; this subsidiary will be renamed NationsBanc Montgomery Securities, Inc. Weisel will become chairman of the section 20 subsidiary.

As part of the purchase agreement, NationsBank will create a \$100 million pool for the long-term retention of key Montgomery non-partner personnel. The pool will be funded 50 percent by stock options and 50 percent by cash.

"This combination makes good sense on several levels," said NationsBank Vice Chairman and Chief Financial Officer James H. Hance Jr. "We share an interest

and expertise in many of the same industry specialties, such as telecommunications, financial services, health care and technology.

"Additionally, our businesses are very complementary \_ we bring capabilities such as syndicated lending, structured finance, high grade and risk management to the table while Montgomery brings equity distribution and research. At the same time we each have strong capabilities in high yield, fixed-income research, institutional sales and mergers and acquisitions advisory services which will be greatly enhanced through the merger."

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Montgomery Securities is one of the nation's premier investment banking and institutional brokerage firms. Dedicated to growth companies, Montgomery combines focus and specialization in research and investment banking with bulge-bracket capabilities in global distribution and large-block trading. Montgomery has offices in San Francisco, New York and Boston.

NationsBanc Capital Markets, Inc. is the fixed-income and investment banking subsidiary of NationsBank with approximately \$534 million in regulatory capital. It is registered as a broker-dealer with the Securities and Exchange Commission and is a member of the National Association of Securities Dealers. NationsBanc Capital Markets, Inc. has more than 800 investment professionals located in Boston, Charlotte, Chicago, Dallas, Los Angeles and New York. The company is a full-service provider of fixed-income services to banking clients and investors.

NationsBank has primary retail and commercial banking operations in 16 states and the District of Columbia. At March 31, 1997, the corporation had total assets of \$239 billion.

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