

# STONEMOR PARTNERS LP

## FORM 8-A12B

(Securities Registration (section 12(b)))

Filed 08/05/04

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Symbol	STON
SIC Code	7200 - Services-Personal Services
Industry	Personal Services
Sector	Services
Fiscal Year	12/31

**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 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**STONEMOR PARTNERS L.P.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**80-0103159**  
(I.R.S. Employer  
Identification Number)

**155 Rittenhouse Circle**  
**Bristol, Pennsylvania**  
(Address of Principal Executive Offices)

**19007**  
(Zip Code)

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), check the following box. ☐

Securities Act registration statement file number to which this Form relates: 333-114354.

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
Common units representing limited partner interests	The Nasdaq National Market

Securities to be registered pursuant to Section 12(g) of the Act: None

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

A description of common units representing limited partner interests of StoneMor Partners L.P., a Delaware limited partnership (the "Registrant"), is set forth under the captions "Prospectus Summary," "Cash Distribution Policy," "Description of the Common Units," "The Partnership Agreement" and "Material Tax Consequences" in the prospectus to be filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus will constitute a part of the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-114354) (the "Form S-1 Registration Statement"), initially filed with the Securities and Exchange Commission on April 9, 2004. Such prospectus, in the form in which it is so filed, shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

The following exhibits to this Registration Statement on Form 8-A are incorporated by reference to the documents specified, which have been filed with the Securities and Exchange Commission.

<u>Exhibit No.</u>	<u>Description</u>
1.	Registrant's Form S-1 Registration Statement, as amended (Registration No. 333-114354), initially filed with the Securities and Exchange Commission on April 9, 2004 — incorporated herein by reference.
2.	Certificate of Limited Partnership of the Registrant — incorporated herein by reference to Exhibit 3.1 to the Form S-1 Registration Statement.
3.	Form of First Amended and Restated Agreement of Limited Partnership of the Registrant — incorporated herein by reference to Exhibit 3.2 to the Form S-1 Registration Statement.
4.	Specimen Unit Certificate for the Common Units — incorporated herein by reference to Exhibit 3.2 to the Form S-1 Registration Statement.

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**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, thereto duly authorized.

STONEMOR PARTNERS L.P.

By: STONEMOR GP LLC  
Its General Partner

Date: August 5, 2004

By: /s/ Lawrence Miller

Name: Lawrence Miller  
Title: Chief Executive Officer, President and  
Chairman of the Board of Directors

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## INDEX TO EXHIBITS

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