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FLEETBOSTON FINANCIAL CORP  
Form 8-A12B  
March 08, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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

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FLEETBOSTON FINANCIAL CORPORATION (Exact name of registrant as specified in its charter) RHODE ISLAND (State or other jurisdiction of incorporation or organization) 05-0341324 (I.R.S. employer identification number)	FLEET CAPITAL TRUST VIII (Exact name of registrant as specified in its certificate of trust) DELAWARE (State or other jurisdiction of incorporation or organization) 04-6861972 (I.R.S. employer identification number)
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100 Federal Street  
Boston, Massachusetts 02110  
(Address of principal executive offices, including zip code)

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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.

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.

Securities Act registration statement file number to which this form relates: 333-72912

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(If applicable)

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

Title of Each Class to be so Registered -----	Name of Each Exchange on Which Each Class is to be Registered -----
Preferred Securities of Fleet Capital Trust VIII (and the Guarantee by FleetBoston Financial Corporation with respect thereto)	New York Stock Exchange, Inc.

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

None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The class of securities to be registered hereby consists of the 7.20% Preferred Securities (the "Preferred Securities"), representing undivided beneficial ownership interests in the assets of Fleet Capital Trust VIII, a statutory business trust formed under the laws of the State of Delaware (the "Trust"), together with the Preferred Securities Guarantee by FleetBoston Financial Corporation, a Rhode Island corporation, in favor of the holders of the Preferred Securities.

For a description of the Preferred Securities, reference is made to the information set forth under the headings "Description of the Preferred Securities" and "Description of the Preferred Securities Guarantees" in the Registration Statement on Form S-3 (Registration No. 333-72912) filed with the Securities and Exchange Commission (the "Commission") on November 7, 2001, as amended by Amendment No. 1 thereto filed with the Commission on November 21, 2001 (the "Registration Statement"), which description is incorporated herein by reference. Definitive copies of the prospectus describing the terms of the Preferred Securities have been filed pursuant to Rule 424(b) under the Securities Act and are incorporated herein by reference.

Item 2. Exhibits.

- 2.1 Certificate of Trust of Fleet Capital Trust VIII, as amended by First Amendment to Certificate of Trust of Fleet Capital Trust VIII (referenced in Exhibit 4(s)(i) to the Registration Statement, and incorporated by reference to Exhibit 4(a)(viii) to Registration Statement No. 333-48043 and Exhibit 4(t)(iii) to Registration Statement No. 333-86829).
- 2.2 Declaration of Trust of Fleet Capital Trust VIII, as amended by First Amendment to Declaration of Trust of Fleet Capital Trust VIII (referenced in Exhibit 4(t)(i) to the Registration Statement, and incorporated by reference to Exhibit 4(b)(viii) to Registration Statement No. 333-48043 and Exhibit 4(u)(iii) to Registration Statement No. 333-86829).
- 2.3 Amended and Restated Declaration of Trust, dated as of March 8, 2002, among FleetBoston Financial Corporation, as sponsor, The Bank of New

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York (Delaware), as Delaware Trustee, and The Bank of New York, as Institutional Trustee, the Regular Trustees named therein and the holders, from time to time, of the undivided beneficial ownership interests in the assets of Fleet Capital Trust VIII.

- 2.4 Indenture, dated as of June 30, 2000, between FleetBoston Financial Corporation and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4(b) to FleetBoston Financial Corporation's Current Report on Form 8-K dated June 30, 2000).
- 2.5 First Supplemental Indenture, dated as of June 30, 2000, between FleetBoston Financial Corporation and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4(c) to FleetBoston Financial Corporation's Current Report on Form 8-K dated June 30, 2000).
- 2.6 Second Supplemental Indenture, dated as of September 17, 2001, between FleetBoston Financial Corporation and The Bank of New York, as Trustee (incorporated by reference to Exhibit 2.6 to FleetBoston Financial Corporation's Registration Statement on Form 8-A filed on September 21, 2001).
- 2.7 Third Supplemental Indenture, dated as of March 8, 2002, between FleetBoston Financial Corporation and The Bank of New York, as Trustee.
- 2.8 Form of Preferred Security (included in Exhibit 2.3).
- 2.9 Form of Junior Subordinated Debenture (included in Exhibit 2.7).
- 2.10 Preferred Securities Guarantee, dated as of March 8, 2002, between FleetBoston Financial Corporation, as Guarantor, and The Bank of New York, as Trustee.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrants have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized.

Dated: March 8, 2002

FLEET CAPITAL TRUST VIII

By: /s/ JOHN R. RODEHORST

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Name: John R. Rodehorst  
Title: Regular Trustee

FLEETBOSTON FINANCIAL CORPORATION

By: /s/ JOHN R. RODEHORST

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Name: John R. Rodehorst  
Title: Assistant Treasurer

