

PROSPERITY BANCSHARES INC  
Form 8-A12B  
December 22, 2011

**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**

**Prosperity Bancshares, Inc.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State of incorporation

or organization)

**74-2331986**  
(I.R.S. Employer

Identification No.)

Prosperity Bank Plaza

4295 San Felipe

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Houston, Texas 77027

(Address of principal executive offices and zip code)

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

**Title of each class  
to be so registered**  
Common Stock

**Name of each exchange on which  
each class is to be registered**  
New York Stock Exchange

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: Not applicable.

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

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

A description of the common stock, \$1.00 par value per share (the "Common Stock"), of Prosperity Bancshares, Inc. (the "Registrant") is set forth in the section captioned "Description of Common Stock" in the prospectus included in the Registrant's Registration Statement on Form S-3 (File No. 333-158267), originally filed with the Securities and Exchange Commission on March 27, 2009, as may be amended from time-to-time, which description is incorporated herein by reference.

**Item 2. Exhibits.**

None. Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**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.

**Prosperity Bancshares, Inc.**

Date: December 22 , 2011

By: /s/ James D. Rollins III  
James D. Rollins III  
President and Chief Operating Officer