

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR 12 (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

HMC Merger Corporation

-----  
(Exact Name of Registrant as Specified in Its Charter)

Maryland

53-0085950

-----  
(State of Incorporation or Organization)

-----  
(I.R.S. Employer  
Identification no.)

10400 Fernwood Road, Bethesda, Maryland

20817

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(Address of Principal Executive Offices)

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(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), 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:

333-55807 and 333-64793

(If applicable)

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

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Common Stock, \$.01 par value  
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New York Stock Exchange  
Chicago Stock Exchange  
Pacific Exchange, Inc.  
Philadelphia Stock Exchange  
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Securities to be registered pursuant to Section 12 (g) of the Act:

(none)

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(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The information required by Item 1 is set forth under the caption "Description of Capital Stock" in the Prospectus/Consent Solicitation Statement which forms a part of the Registrant's Registration Statement on Form S-4 (File No. 333-55807) and "Description of Host REIT Capital Stock" in the Proxy Statement/Prospectus which forms a part of the Registrant's Registration Statement on Form S-4 (File No. 333-64793) (collectively, the "Registration Statements"), and which descriptions are incorporated herein by these references, and qualified in its entirety by reference to the Registrant's (i) Articles of Incorporation, (ii) Form of Articles of Amendment and Restatement of Articles of Incorporation, (iii) Bylaws and (iv) Form of Common Stock Certificate, each filed as an exhibit to such Registration Statements.

ITEM 2. EXHIBITS.

The following documents are being filed as exhibits to this registration statement.

Exhibit Number	Description
1	Articles of Incorporation of HMC Merger Corporation (to be renamed Host Marriott Corporation in connection with the REIT Conversion), dated September 28, 1998 (incorporated by reference to exhibit 3.12 of the Registration Statement (File No. 333-55807))
2	Form of Articles of Amendment and Restatement of Articles of Incorporation of HMC Merger Corporation (to be renamed Host Marriott Corporation in connection with the REIT Conversion) (incorporated by reference to exhibit 3.4 of the Registration Statement (File No. 333-64793))
3	Bylaws of HMC Merger Corporation (to be renamed Host Marriott Corporation in connection with the REIT Conversion) (incorporated by reference to exhibit 3.3 of the Registration Statement (File No. 333-64793))
4	Form of Common Stock Certificate of HMC Merger Corporation (to be renamed Host Marriott Corporation in connection with the REIT Conversion) (incorporated by reference to exhibit 4.7 of the Registration Statement (File No. 333-55807))

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.

HMC Merger Corporation

Date: December 24, 1998  
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By: /s/ Robert E. Parsons, Jr.  
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Name: Robert E. Parsons, Jr.  
Title: President