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COHEN & STEERS INC  
Form 8-A12B  
June 28, 2004

As filed with the Securities and Exchange Commission on June 28, 2004.

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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

COHEN & STEERS, INC.

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(Exact Name of Registrant as Specified in its Charter)

Delaware

14-1904657

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(State of Incorporation or Organization)

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(I.R.S. Employer  
Identification No.)

757 Third Avenue, New York, New York

10017

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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. [X]

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:

333-114027

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(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, par value \$.01 per share

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New York 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)

Item 1: Description of Registrant's Securities to be Registered.  
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A description of the common stock, par value \$.01 per share (the "Common Stock"), of Cohen & Steers, Inc. (the "Registrant") will be contained in a prospectus, constituting part of the Registrant's Registration Statement on Form S-1 (File No. 333-114027) relating to the Common Stock, to be filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (such prospectus as filed pursuant to 424(b), the "Prospectus"). The description of the Common Stock contained in the Prospectus under the heading "Description of Capital Stock" is hereby incorporated by reference into this Form 8-A.

Item 2: Exhibits.  
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None.

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.

COHEN & STEERS, INC.

Date: June 28, 2004

By: /s/ Martin Cohen  
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Name: Martin Cohen  
Title: Co-Chief Executive Officer