

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

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

THE METZLER GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

36-4094854

(State of Incorporation or Organization)

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

520 LAKE COOK ROAD, SUITE 500, DEERFIELD, ILLINOIS

60015

(Address of Principal Executive Offices)

(Zip Code)

If this Form relates to the registration of a class of debt securities and is effective upon filing pursuant to General Instruction A(c)(1) please check the following box. []

If this Form relates to the registration of a class of debt securities and is to become effective simultaneously with the effectiveness of a concurrent registration statement under the Securities Act of 1933 pursuant to General Instruction A(c)(2) please check the following box. []

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

NONE

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

Common Stock, \$.001 Par Value

(Title of Class)

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

The class of capital stock to be registered is designated as Common Stock, \$.001 par value. Information regarding such stock is incorporated by reference from "Description of Capital Stock" at page 31 of the preliminary Prospectus included in the Registrant's Registration Statement on Form S-1, File No. 333-09019, filed with the Securities and Exchange Commission on July 26, 1996.

ITEM 2. EXHIBITS.

- 1.1 Specimen Common Stock Certificate*
- 2.1 Amended and Restated Certificate of Incorporation*
- 2.2 By-Laws*

* Incorporated by reference from Registrant's Registration Statement on Form S-1, File No. 333-9019, filed with the Securities and Exchange Commission on July 26, 1996.

SIGNATURES

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.

THE METZLER GROUP, INC.

Dated: September 13, 1996

BY: /s/ Robert P. Maher

Robert P. Maher
President and Chief Executive Officer
(Signature)