

As filed with the Securities and Exchange Commission on February 16, 1999

Registration Statement No. 333-44499

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
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CASS COMMERCIAL CORPORATION  
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(Exact name of Registrant as specified in its charter)

Missouri  
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43-1265338  
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(State of incorporation)

I.R.S. Employer Identification No.

13011 Hollenberg Drive, Bridgeton, Missouri 63044  
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(Address of Principal Executive Offices) (Zip Code)

1995 RESTRICTED STOCK BONUS PLAN  
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(Full title of the plan)

Lawrence A. Collett  
Chairman - Chief Executive Officer  
Cass Commercial Corporation  
13011 Hollenberg Drive  
Bridgeton, Missouri 63044  
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(Name and address of agent for service)

(314) 506-5500  
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(Telephone number, including area code, of agent for service)

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Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

## PART II

## INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS. The following updated Exhibit is filed as a part of  
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this Registration Statement:

EXHIBIT -----	DESCRIPTION -----
4.3	1995 Restricted Stock Bonus Plan, as amended to January 19, 1999, including form of Restriction Agreement, incorporated by reference to Exhibit 4.3 to Post-Effective Amendment No. 2 to Form S-8 Registration Statement No. 33-91456

SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on February 10, 1999.

CASS COMMERCIAL CORPORATION

By: /s/LAWRENCE A. COLLETT

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Lawrence A. Collett  
Chairman of the Board -  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this amendment to the registration statement has been signed by the following persons in the capacities indicated on February 10, 1999.

/s/LAWRENCE A. COLLETT

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Lawrence A. Collett

Chairman of the Board -  
Chief Executive Officer  
(principal executive officer)

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Robert J. Bodine

Director

-----

Bryan Chappell

Director

/s/THOMAS J. FUCOLORO

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Thomas J. Fucoloro

Director

/s/HARRY J. KRIEG

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Harry J. Krieg

Director

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Howard A. Kuehner Director

/s/JAKE NANIA Director  
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Jake Nania

-----  
Irving A. Shepard Director

-----  
A.J. Signorelli Director

/s/JOHN J. VALLINA Director  
-----  
John J. Vallina

/s/BRUCE E. WOODRUFF Director  
-----  
Bruce E. Woodruff

/s/ERIC H. BRUNNGRABER Vice President - Secretary -  
----- Chief Financial Officer  
Eric H. Brunngraber (principal financial and  
accounting officer)

By: /s/LAWRENCE A. COLLETT  
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Lawrence A. Collett  
Attorney-in-fact