PROGRESSIVE RETURN FUND INC
Form 8-A12B/A
January 08, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

PROGRESSIVE RETURN FUND, INC.
(Exact Name of Registrant as Specified in Its Charter)

Maryland	N/A
(State of Incorporation or Organization)	(IRS Employer Identification No.)
383 Madison Ave. New York, New York	10179
(Address of Principal Executive Offices)	(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 (if applicable): 333-99585.

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

Title of each class to be registered	Name of each exchange on which each class of stock is to be registered
COMMON	AMERICAN STOCK EXCHANGE

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

NOT APPLICABLE

(Title of Class)

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

A description of the Common Stock is set forth in the Registrant's registration statement on Form N-2 filed with the Securities and Exchange Commission, Registration No. 333-99585 (the "Registration Statement") on behalf of Progressive Return Fund, Inc. (the "Registrant"), which is hereby incorporated by reference for all purposes.

ITEM 2. EXHIBITS.

1. Articles of Incorporation of the Registrant are herein incorporated in by reference to the Registration Statement.

2. By-laws of the Registrant are incorporated herein by reference to the Registration Statement.

The Registrant hereby further incorporates by reference the description of the Common Stock included in any form of prospectus subsequently filed by the Registrant pursuant to Rule 424(b) under the Securities Act.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this amended registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

DATED: JANUARY 7, 2003 PROGRESSIVE RETURN FUND, INC.

BY:/S/ THOMAS R. WESTLE

THOMAS R. WESTLE, SECRETARY