### FORM 8-A

### SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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

# SUN HYDRAULICS INCORPORATED (Exact name of registrant as specified in its charter) DELAWARE 59-0696969 (State of incorporation (IRS Employer or organization) Identification No.) 1500 WEST UNIVERSITY PARKWAY SARASOTA, FLORIDA 34623 (Address of principal executive offices) (Zip Code) Securities to be registered pursuant to Section 12(b) of the Act: TITLE OF EACH CLASS NAME OF EACH EXCHANGE ON WHICH TO BE SO REGISTERED EACH CLASS IS TO BE REGISTERED

None None

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(g) of the Act:

Common Stock, par value \$0.001 per share

(Title of Class)

-1-

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

This registration statement relates to the registration with the Securities and Exchange Commission of shares of common stock, par value \$0.001 per share (the "Common Stock"), of Sun Hydraulics Incorporated, a Delaware corporation (the "Registrant"). The description of the Common Stock to be registered hereunder set forth under the caption "Description of Capital Stock" at page 41 of the Prospectus contained in Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on November 27, 1996 (File No. 333-14183), is incorporated herein by reference.

ITEM 2. EXHIBITS.

- 1. Specimen of Certificate representing Registrant's Common Stock.
- 2.1 Certificate of Incorporation of Registrant, as filed with the Commission as Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (filed with the Commission on October 15, 1996), File No. 333-14183, is hereby incorporated herein by this reference.
- 2.2 Bylaws of Registrant, as filed with the Commission as Exhibit
  3.2 to the Registrant's Registration Statement on Form S-1
  (filed with the Commission on October 15, 1996), File No.
  333-14183, is hereby incorporated herein by this reference.

-2-

### **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 hereunto duly authorized.

### SUN HYDRAULICS INCORPORATED

By: /s/ Clyde G. Nixon

Clyde G. Nixon, President

Dated: December 5, 1996

-3-

### EXHIBIT INDEX

Exhibit

### DESCRIPTION

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# [SUN HYDRAULICS LOGO(R)]

# SEE REVERSE FOR

# CERTAIN DEFINITIONS

SUN HYDR	AULICS	INCORPOR	ATED

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PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE	
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OF THE CAPITAL STOCK REPRESENTED BY THE WITHIN CERTIFICATE, AND DO HEREBY IRREVOCABLY CONSTITUTE AND APPOINT	
ATTORNEY	
TO TRANSFER THE SAID STOCK ON THE BOOKS OF THE WITHIN-NAMED CORPORATION WIFULL POWER OF SUBSTITUTION IN THE PREMISES.	TH
DATED:	
NOTICE: THE SIGNATURE TO THIS ASSIGNMENT	
MUST CORRESPOND WITH THE NAME AS WRITTEN	
UPON THE FACE OF THE CERTIFICATE IN EVERY	
PARTICULAR, WITHOUT ALTERATION OR	

ENLARGEMENT OR ANY CHANGE WHATEVER.

SIGNATURE GUARANTEED

COUNTERSIGNED AND REGISTERED: SUNTRUST BANK, ATLANTA ATLANTA, GEORGIA, TRANSFER AGENT AND REGISTRAR

Ву

AUTHORIZED SIGNATURE