

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
or organization)

(IRS Employer
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
TO BE SO REGISTERED

NAME OF EACH EXCHANGE ON WHICH
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.

DESCRIPTION

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

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-4-

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE

_____ SHARES
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 WITH
FULL POWER OF SUBSTITUTION IN THE PREMISES.

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

By

AUTHORIZED SIGNATURE