

FORM 8-A/A
(AMENDMENT NO. 1)

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 CORPORATION

(Exact name of registrant as specified in its charter)

<TABLE>

<S>	<C>
FLORIDA	59-2754337
----- (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
-----	-----

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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)

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 Corporation, a Florida 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. 4 to the Registrant's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on December 19, 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 Amended and Restated Articles of Incorporation of Registrant, as filed with the Commission as Exhibit 3.1 to the Pre-Effective Amendment No. 4 to Registrant's Registration Statement on Form S-1 (filed with the Commission on December 19, 1996), File No. 333-14183, are hereby incorporated herein by this reference.
- 2.2 Bylaws of Registrant, as filed with the Commission as Exhibit 3.2 to the Pre-Effective Amendment No. 4 to Registrant's Registration Statement on Form S-1 (filed with the Commission on December 19, 1996), File No. 333-14183, are hereby incorporated herein by this reference.

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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 CORPORATION

By: /s/ Clyde G. Nixon

Clyde G. Nixon, President

Dated: December 18, 1996

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EXHIBIT INDEX

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EXHIBIT 1

[SUN HYDRAULICS LOGO(R)]

SEE REVERSE FOR

CERTAIN DEFINITIONS

SUN HYDRAULICS CORPORATION

<TABLE>

<S>

<C>

<C>

INCORPORATED UNDER THE LAWS OF THE STATE OF FLORIDA

CUSIP 866942 10 5

THIS CERTIFIES THAT

IS THE OWNER OF

FULLY PAID AND NON-ASSESSABLE COMMON SHARES OF THE PAR VALUE OF \$.001 PER SHARE OF

----- SUN HYDRAULICS CORPORATION -----

</TABLE>

transferable on the book of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed. This certificate is not valid unless countersigned by the Transfer Agent and Registrar.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed with the facsimile signatures of its duly authorized officers and to be sealed with the facsimile seal of the Corporation.

Dated

[SEAL]

Secretary

Chairman

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

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TEN COM -- as tenants in common UNIF GIFT MIN ACT -- Custodian
TEN ENT -- as tenants by the entireties (Cust) (Minor)
JT TEN -- as joint tenants with right of under Uniform Gifts to Minors
survivorship and not as tenants in common Act.....
(State)

</TABLE>

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED _____ HEREBY SELL, ASSIGN AND TRANSFER
UNTO

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

/ _____

