

INDUSTRIAL DISTRIBUTION GROUP INC

Form 8-A12G

May 25, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A**

For Registration of Certain Classes of Securities Pursuant  
to Section 12(b) or 12(g) of the Securities Exchange Act of 1934

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**INDUSTRIAL DISTRIBUTION GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or other jurisdiction  
of incorporation or organization)

**58-2299339**

(I.R.S. Employer  
Identification No.)

**950 East Paces Ferry Road, Suite 1575**  
**Atlanta, Georgia**

(Address of principal executive offices)

**30326**

(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. [  ]

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:

N/A

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(If applicable)

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**

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

**Common Stock, Par Value \$0.01 Per Share**

**Series A Participating Cumulative Preferred Stock Purchase Rights**

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**Item 1. Description of Registrant's Securities to be Registered.**

A description of the Registrant's Common Stock, par value \$0.01 per share, is set forth under Description of Capital Stock in the Registrant's Registration Statement on Form S-1, as amended (File No. 333-31539), filed with the Securities and Exchange Commission on July 18, 1997, which description is incorporated herein by reference.

A description of the Registrant's Series A Participating Cumulative Preferred Stock Purchase Rights is set forth under Description of Registrant's Securities to be Registered in the Registrant's Registration Statement on Form 8-A (File No. 001-13195), filed with the Securities and Exchange Commission on August 31, 2000, which description is incorporated herein by reference.

**Item 2. Exhibits.**

- 3.1 Certificate of Incorporation, as amended, of the Company (incorporated by reference to the Registrant's Registration Statement on Form S-1 (Commission File No. 333-31539), filed with the Commission on July 18, 1997).
- 3.2 Bylaws of the Company (incorporated by reference to the Registrant's Registration Statement on Form S-1 (Commission File No. 333-31539), filed with the Commission on July 18, 1997).
- 4.1 Form of Common Stock Certificate of the Company (incorporated by reference to the Registrant's Registration Statement on Form 8-A (Commission File No. 001-13195), filed with the Commission on August 31, 2000).
- 4.2 Certificate of Designation (incorporated by reference to the Registrant's Current Report on Form 8-K (Commission File No. 001-13195), filed with the Commission on August 31, 2000).

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, thereto duly authorized.

May 25, 2004

**INDUSTRIAL DISTRIBUTION GROUP, INC.**

By: /s/ Jack P. Healey

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Jack P. Healey  
Senior Vice President and  
Chief Financial Officer