

INFOSONICS CORP
Form 8-A12B
June 16, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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**

INFOSONICS CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State of Incorporation or Organization)

33-0599368

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

**5880 Pacific Center Drive
San Diego, California**

(Address of Principal Executive Offices)

92121

(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. Securities Act registration statement file number to which this form relates:

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. 33-112339

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

Common Stock, \$0.001 par value per share
Securities to be registered pursuant to Section 12(g) of the Act:

American Stock Exchange

None
(Title of Class)

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

The description of the common stock being registered set forth under the caption "Description of Capital Stock" in the prospectus contained in the registrant's Registration Statement on Form S-1, File No. 333-112339, as originally filed with the Securities and Exchange Commission on January 30, 2004 or as subsequently amended (the "Registration Statement"), is incorporated by reference in response to this item.

Item 2. Exhibits

The following exhibits are filed as a part of this Registration Statement:

| Exhibit No. | Description |
|--------------------|--|
| 1 | Certificate of Incorporation of the registrant (incorporated by reference to Exhibit 3.1 to the Registration Statement). |
| 2 | Bylaws of the registrant (incorporated by reference to Exhibit 3.2 to the Registration Statement). |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

INFOSONICS CORPORATION

/s/ JOSEPH RAM

Joseph Ram
Chief Executive Officer

Dated: June 14, 2004

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EXHIBIT INDEX

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