

INDUSTRIAL DISTRIBUTION GROUP INC

Form 8-A12G

May 25, 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

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

(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

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

Jack P. Healey
Senior Vice President and
Chief Financial Officer