

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

SUNSOURCE INC.

(Exact name of registrant specified in its Charter)

DELAWARE

23-2874736

(State or other
jurisdiction of
incorporation)

(IRS Employee
Identification No.)

3000 One Logan Square
Philadelphia, Pennsylvania

19103

(Address of principal executive offices)

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. /X/

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. /X/

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, \$.01 par value

American Stock Exchange

11.6% Junior Subordinated Debentures

Preferred Securities Guarantee

Preferred Share Purchase Rights

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

(Title of class)

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

The information contained in Item 1, "Description of Registrant's
Securities to be Registered" of the Registration Statements on Form 8-A that
were filed with the Securities and Exchange Commission on August 21, 1997 and
June 30, 1998 are hereby deemed to be incorporated by reference into this
Registration Statement in accordance with the Instruction to Item 1 of this
Form.

Item 2. Exhibits.

3.1 Amended and Restated Articles of Incorporation of the Company. (1)
(Exhibit 3.2)

3.2 Amended and Restated Bylaws of the Company. (1) (Exhibit 3.1)

3.3 Indenture between the Company and The Bank of New York relating to
the 11.6% Junior Subordinated Debentures. (1) (Exhibit 4.2)

3.4 Amended and Restated Declaration of Trust of SunSource Capital Trust.
(1) (Exhibit 4.1)

- 3.5 Preferred Securities Guarantee. (1) (Exhibit 4.3)
- 3.6 Rights Agreement, dated as of July 31, 1997, between SunSource Inc. and Registrar and Transfer Company, as Rights Agent, which includes, as Exhibit A thereto, the Resolutions of the Board of Directors with respect to Series A Junior Participating Preferred Shares and as Exhibit B thereto, the form of Rights Certificate. (1) (Exhibit 4.4)

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(1) Incorporated by reference to the Annual Report of the Company on Form 10-K filed on April 2, 2001.

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, thereto duly authorized.

SUNSOURCE INC.

By: /s/ Joseph M. Corvino

Name: Joseph M. Corvino
Title: Vice President - Finance;
Chief Financial Officer

Dated: June 15, 2001