

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

SUNSOURCE CAPITAL TRUST

(Exact name of registrant specified in its Charter)

DELAWARE

23-2874735

(State or other
jurisdiction of
incorporation)

(IRS Employee
Identification No.)

501 Silverside Road
Wilmington, DE

19809

(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
(of SunSource Inc.)

American Stock Exchange

11.6% Junior Subordinated Debentures
(of SunSource Inc.)

11.6% Trust Preferred Securities
(of SunSource Capital Trust)

Preferred Securities Guarantee
(of SunSource Inc.)

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 Statement on Form 8-A that was filed with the Securities and Exchange Commission on August 21, 1997 is 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.

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- 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)

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

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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

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 CAPITAL TRUST

By: SUNSOURCE INC.,
as Sponsor

By: /s/ Joseph M. Corvino

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

Dated: June 15, 2001