
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Post-Effective Amendment No. 1
to
Form S-2
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

SUNSOURCE INC.
(Exact name of registrant as specified in its charter)

Delaware 23-2874736
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

3000 One Logan Square
Philadelphia, Pennsylvania 19103
(215) 282-1290
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

JOSEPH M. CORVINO
Vice President - Finance, Chief Financial Officer,
Treasurer and Secretary
SunSource Inc.
3000 One Logan Square
Philadelphia, Pennsylvania 19103
(215) 282-1290
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:

DONALD A. SCOTT, ESQUIRE
Morgan, Lewis & Bockius LLP
2000 One Logan Square
Philadelphia, Pennsylvania 19103-6993
(215) 963-5000

JOHN E. RILEY, ESQUIRE
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017
(212) 455-2000

On January 22, 1998, SunSource Inc. (the "Company") filed a
Registration Statement on Form S-2 (the "Registration Statement") to register
2,887,169 shares of Common Stock, par value \$.01 per share, for sale in an
underwritten public offering (the "Offering"), of which 2,012,169 shares were to
be sold by selling stockholders and 875,000 were to be sold by the Company. In
the Offering 1,488,063 shares were sold by the selling stockholders and 796,408
shares were sold by the Company.

Accordingly, this Post-Effective Amendment No. 1 is being filed to
deregister the 602,698 shares which were registered but not sold in the
Offering.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the
registrant certifies that it has reasonable grounds to believe that it meets all
of the requirements for filing on Form S-2 and has duly caused this
post-effective amendment to the Registration Statement to be signed on its

behalf by the undersigned, thereunto duly authorized, in Philadelphia, Pennsylvania on May 18, 1998.

SUNSOURCE INC.

By: /s/ Joseph M. Corvino

Name: Joseph M. Corvino
Title: Vice President-Finance, Chief Financial
Officer, Treasurer and Secretary

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the Registration Statement has been signed by the following persons, in the capacities indicated, on May 18, 1998.

<TABLE>
<CAPTION>

Signature -----	Title -----	Date -----
<S> /s/ Donald T. Marshall ----- Donald T. Marshall	<C> Chairman and Chief Executive Officer (Principal Executive Officer) and Director	<C> May 18, 1998
/s/ Joseph M. Corvino ----- Joseph M. Corvino	Vice President-Finance, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer)	May 18, 1998
/s/ John J. Dabrowski ----- John J. Dabrowski	Controller (Principal Accounting Officer)	May 18, 1998
O. Gordon Brewer, Jr. Norman V. Edmonson Arnold S. Hoffman Robert E. Keith, Jr. John P. McDonnell Donald A. Scott	Director Director Director Director Director Director	
By /s/ Joseph M. Corvino ----- Joseph M. Corvino Attorney-in-Fact		May 18, 1998

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