

SECURITIES AND EXCHANGE COMMISSION

FORM 8-A12G

Form for registration of a class of securities pursuant to section 12(g)

Filing Date: **1996-12-30**
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FILER

COLDWATER CREEK INC

CIK: **1018005** | IRS No.: **820419266** | State of Incorporation: **DE** | Fiscal Year End: **0302**
Type: **8-A12G** | Act: **34** | File No.: **000-21915** | Film No.: **96687392**
SIC: **5961** Catalog & mail-order houses

Mailing Address
*ONE COLDWATER CREEK
DRIVE
SANDPOINT ID 83864*

Business Address
*ONE COLDWATER CREEK
DRIVE
SANDPOINT ID 83864
2082632266*

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

COLDWATER CREEK INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

82-0419266
(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)

One Coldwater Creek Drive
Sandpoint, Idaho
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

83864
(ZIP CODE)

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

Not Applicable

Not Applicable

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(TITLE OF CLASS)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the common stock, \$0.01 par value (the "Common Stock") contained in the section entitled "Description of Capital Stock" included in the Company's registration statement, as amended, on Form S-1 (File No. 333-16651) filed under the Securities Act of 1933, as amended on November 22, 1996 is incorporated herein by reference.

ITEM 2. EXHIBITS.

EXHIBIT
NUMBER DESCRIPTION

- 1.1 Specimen of Common Stock Certificate - incorporated herein by reference (to be filed by amendment to the Company's Registration Statement).
- 2.1 Certificate of Incorporation, as amended - incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement.
- 2.2 Bylaws - incorporated herein by reference to Exhibit 3.2 to the Company's Registration Statement.

SIGNATURE

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.

COLDWATER CREEK INC.

Date: December 20, 1996

By: /s/ Dennis Pence

Dennis Pence, President
and Chief Executive Officer