

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-A12G

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

Filing Date: **1997-12-18**  
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### FILER

#### FIRST MONTAUK FINANCIAL CORP

CIK: **83125** | IRS No.: **221737915** | State of Incorporation: **NJ** | Fiscal Year End: **1231**  
Type: **8-A12G** | Act: **34** | File No.: **000-06729** | Film No.: **97740288**  
SIC: **6211** Security brokers, dealers & flotation companies

Mailing Address  
*PKWY 109 OFFICE CTR  
328 NEWMAN SPRINGS RD  
RED BANK NJ 07701*

Business Address  
*328 NEWMAN SPRINGS RD  
PKWY 109 OFFICE CTR  
RED BANK NJ 07701  
9088424700*

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-A

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

FIRST MONTAUK FINANCIAL CORP.

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(Exact Name of Registrant as Specified in Its Charter)

NEW JERSEY

22-1737915

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(State of Incorporation  
or Organization)

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(I.R.S. Employer  
Identification No.)

PARKWAY 109 OFFICE CENTER  
328 NEWMAN SPRINGS ROAD  
RED BANK, NEW JERSEY

97791

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(Address of Principal Executive Offices)

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(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), 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), check the following box. [ ]

Securities Act registration statement file number to which this form relates:

333-30135

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(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
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_____	_____
_____	_____

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

CLASS A REDEEMABLE COMMON STOCK PURCHASE WARRANTS

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(Title of Class)

CLASS B REDEEMABLE COMMON STOCK PURCHASE WARRANTS

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(Title of Class)

CLASS C REDEEMABLE COMMON STOCK PURCHASE WARRANTS

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(Title of Class)

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INFORMATION REQUIRED TO BE IN REGISTRATION STATEMENT

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

Pursuant to Rule 12(b)-23 of the General Rules and Regulations under the Securities and Exchange Act of 1934 (the "Act") and the instruction to this Item 1, reference is made to "Description of Securities" included as part of Registrant's Registration Statement on Form S-3 Amendment No. 1 (333-30135) for a description of Registrant's Class A, B and C Redeemable Common Stock Purchase Warrants, which descriptions are incorporated by reference herein in response to this Item.

ITEM 2. EXHIBITS

1. Form of Registrant's Common Stock Certificate filed as Exhibit 4.1 to

Registration Statement on Form S1, File No. 33-24696; Class A, B and C Redeemable Common Stock Purchase Warrants filed as Exhibit 4.3, 4.4 and 4.5; and the Form of Warrant Agent Agreement filed as Exhibit 4.6, respectively, to Registrant's Registration Statement on Form S-3 Amendment No. 1, File No. 333-30135, which Exhibits are incorporated by reference herein pursuant to Rule 12(b)-32 of the Act.

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, thereunto duly authorized.

FIRST MONTAUK FINANCIAL CORP.  
(Registrant)

By: /s/ HERBERT KURINSKY

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(Signature)

Herbert Kurinsky  
President, Chief Executive Officer  
and Director

Dated: December 17, 1997