

SECURITIES AND EXCHANGE COMMISSION

FORM 8-A12G

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

Filing Date: **2001-02-02**
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FILER

PROTOSOURCE CORP

CIK: **932772** | IRS No.: **770190772** | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **8-A12G** | Act: **34** | File No.: **000-25594** | Film No.: **1523688**
SIC: **7373** Computer integrated systems design

Mailing Address

2800 28TH STREET SUITE 170
SANTA MONICA CA 90405

Business Address

2300 TULARE STREET
SUITE 210
FRESNO CA 93721
3103149801

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

PROTOSOURCE CORPORATION

(Exact Name of Registrant as Specified in its Charter)

California

7373

(State or Other Jurisdiction of
Incorporation or Organization)

(Primary Standard Industrial
Classification Code Number)

2300 Tulare Street, Suite 210, Fresno California 97721

(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), 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:

333-45778

(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

Common Stock, no par value per share

Boston Stock Exchange

Class B stock purchase warrant

Boston Stock Exchange

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

Common Stock, no par value per share

(Title of class)

Class B stock purchase warrant

(Title of class)

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

Reference is made to the Company's Registration Statement on Form SB-2 (Registration No.333-45778), and all amendments thereto, filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended. A description of the Registrant's securities to be registered, as required by Item 202 of Regulation S-K, is incorporated herein by reference to the section entitled "Description of Securities" in the Company's Preliminary Prospectus forming a part of the Company's Registration Statement on Form SB-2, File No.333-45778, and all amendments thereto, filed with the Securities Exchange Commission on February 1, 2001.

ITEM 2. EXHIBITS

Exhibit

Number Description of Document

- | | |
|-----|--|
| A | The "Description of Securities" section of the Preliminary Prospectus forming a part of the Registrant's Registration Statement on Form SB-2, File No. 333-45778, and all amendments thereto, filed on February 1, 2001, is incorporated herein by reference as referred to in Item 1. |
| 1.1 | Form of Common Stock Certificate (incorporated by referenced to the Registrant's Registration Statement on Form SB-2, File No. 333-56242). |
| 2.1 | Articles of Incorporation, as amended (incorporated by reference to the Registrant's Registration Statement on Form SB-2, File No. 333-45778). |
| 2.2 | By-Laws (incorporated by reference to the Registrant's Registration Statement on Form SB-2, File No. 333-45778). |

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.

PROTOSOURCE CORPORATION

Registrant

By: /s/ William Conis

William Conis, President &
Chief Executive Officer

Date: February 2, 2001