

THERMAGE INC
Form 8-A12B
November 01, 2006

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

THERMAGE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

25881 Industrial Road, Hayward, California
(Address of principal executive offices)

68-0373593
(I.R.S. Employer Identification No.)

94545
(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.

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.

Securities Act registration statement file number to which this form relates (if applicable):

333-136501

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

**Title of each class
to be so registered**
Common Stock, par value \$0.001 per share

**Name of each exchange on which
each class is to be registered**
The NASDAQ Stock Market LLC

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

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None

(Title of class)

Information Required in Registration Statement

Item 1. Description of Registrant's Securities to be Registered

Incorporated by reference to the Description of Capital Stock section of the Registrant's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on August 10, 2006, as amended on September 21, 2006, October 20, 2006, and October 24, 2006 or as subsequently amended (Registration No. 333-136501) (the Registration Statement).

Item 2. Exhibits

The following exhibits are filed as part of this registration statement (all of which are incorporated by reference to the corresponding exhibit as filed with the Registration Statement):

- 3.2 Amended and Restated Certificate of Incorporation of the Registrant to be effective upon the closing of the offering.
- 3.4 Bylaws of the Registrant to be effective upon the closing of the offering.
- 4.1 Specimen Common Stock certificate of the Registrant.
- 4.2 Amended and Restated Investor Rights Agreement dated March 12, 2002 by and among the Registrant and certain stockholders.

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.

Dated: October 30, 2006

Thermage, Inc.

By: /s/ Stephen J. Fanning
Stephen J. Fanning
President and Chief Executive Officer

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