
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

SQL FINANCIALS INTERNATIONAL, INC.
(Exact name of Registrant as specified in its charter)

Delaware	58-1972600
(State of incorporation	(I.R.S. Employer
or organization)	Identification No.)

3950 Johns Creek Court, Suite 100	30024
Suwanee, Georgia	(Zip Code)
(Address of principal executive offices)	

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: [X]

Securities Act registration statement file number to which this form relates:
333-46685.

Securities to be registered pursuant to Section 12(b) of the Act: None.

Securities to be registered pursuant to Section 12(g) of the Act: Common Stock,
\$.0001 par value per share.

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

For a description of the Registrant's Common Stock being registered hereby, reference is made to the information set forth under the heading "Description of Capital Stock" in the Prospectus that forms part of Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-46685) filed by the Registrant with the Securities and Exchange Commission on April 6, 1998 (the "Registration Statement"). Such information is incorporated herein by reference. Definitive copies of the Prospectus will be filed pursuant to Rule 430A or pursuant to an amendment to the Registration Statement, and the description of the Common Stock contained therein shall be deemed to be incorporated by reference into this Registration Statement on Form 8-A.

Item 2. Exhibits.

Exhibit Number	Description
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3.1*	Amended and Restated Certificate of Incorporation of the Registrant dated September 26, 1997.
3.2*	Bylaws of the Registrant.

- 3.3* Form of Amended and Restated Certificate of Incorporation of the Registrant.
- 3.4* Form of Amended and Restated Bylaws of the Registrant.
- 4.1* See Exhibits 3.3 and 3.4 for provisions of the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of the Registrant defining rights of the holders of Common Stock of the Registrant.
- 4.2 Specimen Stock Certificate.

*Incorporated by reference to the exhibit of the same number contained in Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-46685) filed with the Securities and Exchange Commission on April 6, 1998.

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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, on May 18, 1998.

SQL FINANCIALS INTERNATIONAL, INC.

By: /s/ Stephen P. Jeffery

Stephen P. Jeffery, President

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EXHIBIT 4.2

[LOGO OF
SQL
-----NUMBER----- APPEARS HERE] -----SHARES-----

COMMON STOCK CUSIP 784638 10 8

SEE REVERSE FOR
CERTAIN DEFINITIONS

This Certifies that

is the owner of

FULLY-PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK, \$.0001 PAR VALUE, OF
SQL FINANCIALS INTERNATIONAL, INC.

transferable on the books of the Corporation by the holder hereof in person or
by duly authorized attorney upon surrender of this certificate properly
endorsed. This certificate is not valid unless countersigned and registered by
the Transfer Agent and Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of
its duly authorized officers.

Dated

COUNTERSIGNED AND REGISTERED:
FIRST UNION NATIONAL BANK
(CHARLOTTE, N.C.)

TRANSFER AGENT [CORPORATE SEAL OF
AND REGISTRAR SQL
FINANCIALS INTERNATIONAL, INC.
APPEARS HERE]

BY /s/ Arthur G. Walker, Jr.

AUTHORIZED SIGNATURE Secretary President and
Chief Executive Officer

<TABLE>
<CAPTION>

SQL FINANCIALS INTERNATIONAL, INC.

THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS, A STATEMENT OF THE POWERS, DESIGNATIONS,
PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF AND THE
QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. SUCH REQUEST SHALL BE MADE IN WRITING AND MAY BE MADE
TO THE CORPORATION OR TO THE TRANSFER AGENT.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed
as though they were written out in full according to applicable laws or regulations:

<S> <C>
TEN COM- as tenants in common UNIF GIFT MIN ACT- _____ Custodian _____
TEN ENT- as tenants by the entireties (Cust) (Minor)
JT TEN- as joint tenants with
right of survivorship and under Uniform Gifts to Minors
not as tenants in common
Act _____
(State)

Additional abbreviations may also be used though not in the above list.

FOR VALUE RECEIVED, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE OF ASSIGNEE)

Shares
of the common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

Attorney

to transfer the said Stocks on the books of the within named Corporation with full power of substitution in the premises.

Dated _____

X _____

X _____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT, OR ANY CHANGE WHATEVER.

Signature(s) Guaranteed: _____

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION SUCH AS A SECURITIES BROKER/DEALER, COMMERCIAL BANK, TRUST COMPANY, SAVINGS ASSOCIATION OR A CREDIT UNION PARTICIPATING IN A MEDALLION PROGRAM PURSUANT TO RULE 17Ad-15 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.

KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT IS LOST, STOLEN, MUTILATED OR DESTROYED, THE CORPORATION WILL REQUIRE A BOND OF INDEMNITY AS A CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.

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