
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

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

Description

- 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.

-2-

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

-3-

TELLY PAID AND NON ASSESSABLE STARES OF THE COMMON STOCK, \$8000 PAR VALUE, OF SQL PRANCIALS INTERNATIONAL INC. THE CRITICAL PAID AND NON ASSESSABLE STARES OF THE COMMON STOCK, \$8000 PAR VALUE, OF SQL PRANCIALS INTERNATIONAL, INC. TOTAL PAID AND NON ASSESSABLE STARES OF THE COMMON STOCK, \$8000 PAR VALUE, OF SQL PRANCIALS INTERNATIONAL, INC. THE COMMON STOCK OF THE COMMON STOCK, \$8000 PAR VALUE, OF SQL PRANCIALS INTERNATIONAL INC. THE COMMON STOCK OF THE COMMON STOCK, \$8000 PAR VALUE, OF SQL PRANCIALS INTERNATIONAL INC. THE COMMON STOCK OF THE COMMON STOCK SAND PAR VALUE, OF SQL PRANCIALS INTERNATIONAL INC. THE COMMON STOCK OF THE COMMON STOCK SAND PAR VALUE, OF SQL PRANCIALS INTERNATIONAL INC. THE COMMON STOCK OF THE COMMON STOCK SAND PAR VALUE, OF SQL PRANCIALS INTERNATIONAL, INC. ACTION SAND PARTIES AND SAND PAID PAID PAID PAID PAID PAID PAID PAI		EXHIBIT 4.2
COMMON STOCK CURT PAIGH ID 8 GER PAYPERS FOR CERTAIN DEPOYTHORS This Certifies that FILL CEPTAGE that FILL CEPTAGE THAT DEPOYTHORS This Certifies that FILL CEPTAGE THAT DEPOYTHORS This Certifies that FILL CEPTAGE THAT DEPOYTHORS FILL CEPTAGE THAT DEPOYTHORS FILL CEPTAGE THAT DEPOYTHORS THAT DEPOYTHORS TO THE COMMON STOCK, \$800 PAR VALUE, OF SCHOOL AND A TIPE COMMON TO THE COMMON STOCK \$800 PAR VALUE, OF SCHOOL AND THAT DEPOYTHORS		F
This Curities that The Curities that the curities that the curities that the curities of the curities that the		PPEARS HERE]SHARES
THE CORDING DATE ON ASSESSABILE SHARES OF THE COMMON STOCK, \$2001 PAR VALUE, OF SQL FRANKTALS INTERNATIONAL, INC. THREGENBOR on the Owner of by dalayer hereof is genue or by dalay undertard attentive, upon surrector of this certificial properly methods. This certificial is not valid under counteringual and regisered by the Transfer Agent and Registers. THE STRIPMON NATIONAL HANKS (CHARIOTTE, N.C.) TRANSFER AGENT (CORPORATE SEAL OF AND REGISTRAN SOFT (CORPORATE SEAL OF AND REGISTRAN AUTHORIZED SKINATURE Secretary President and Charl Escentive Officer TABLES **CAPTIONS** SQL FRANCIALS INTERNATIONAL, INC. **THE CORPORATION OF THE TRANSFER AGENT AUTHORIZED SKINATURE Secretary President and Charl Escentive Officer **TABLES **CAPTIONS** SQL FRANCIALS INTERNATIONAL, INC. **THE CORPORATION OF THE TRANSFER AGENT TO THE CORPORATION OF THE TRANSFER AGENT THE STRIP AGENT AGENT OF THE TRANSFER AGENT THE STRIP AGENT AGENT OF THE TRANSFER AGENT THE STRIP AGENT AGENT OF THE TRANSFER AGENT THE CORPORATION OF THE TRANSFER AGENT THE CORPORATION OF THE TRANSFER AGENT THE CORPORATION OF THE TRANSFER AGENT CORPORATION OF THE TRANSFER AGENT THE STRIP AGENT AGENT OF THE TRANSFER AGENT THE CORPORATION OF THE TRANSFER AGENT THE STRIP AGENT AGENT OF THE TRANSFER AGENT THE STRIP AGENT OF THE TRANSFER AGENT T	COMMON STOCK	CUSIP 784638 10 8
FILLY PAID AND MON-ASSESSABLE SHARES OF THE COMMON STOCK, \$50001 FAR VALUE, OF SQF PRANCIALS INTERNATIONAL, INC. THE CORNING OF SQF PRANCIALS STORMAN (INC. COMMON STOCK, \$50001 FAR VALUE, OF SQF PRANCIALS STORMAN (INC. COMMON STOCK), \$50001 FAR VALUE, OF SQF PRANCIALS STORMAN (INC. COMMON SQF PRANCIALS SQF PRANCIALS STORMAN (INC. COMMON SQF PRANCIALS STORMAN (INC		
FULLY-PAID AND NON-ASSESSABLE STABLES OF THE COMMON STOCK, \$,0000 PAR VALUE, OF SQL FENANCIALS INTERNATIONAL, INC. TURNSTAND of the common common common pure successed of this conflicted property by the humbourd antone young successed of this conflicted property by the Humbourd agont and the property by the Humbourd agont and Regions. WITHERS THE RESIDING AND REGISTERED HUMBOURD AND REGISTER ASSESSED HUMBOURD AND REGISTERED HUMBOURD AND REGISTER ASSESSED HUMBOURD AND REGISTER ASSESSED HUMBOURD AND REGISTER HUMBOURD A	This Certifies that	
SQL FINANCIALS INTERNATIONAL, INC. TEMPORATION AND ADDRESS TEMPORATION AND ADDRESS. TO CHIEF SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF AND THE OWNERS. DRISKONATIONS, PEFFERENCES AND RELATIVE, PRINTERING TIONS OR SUCH PREFERENCES AND OR RIGHTS. SUCH REQUEST SHALL BE MADE IN WRITING AND MAY BE MADE THE CORPORATION RUTHER THROUGH BY ADDRESS. TO THE RUTHER THROUGH BY ADDRE	is the owner of	
by daly substinced attorney upon surrender of fish certificate properly endended. This certificate is not valid underso constrained and cargistered by the Transfer Agent and Registrar. Unity of the Transfer Agent and Registrar. Dated COUNTERSIGNED AND REGISTERED: FIRST UNION NATIONAL BANK (CHARLOTTE E. FIRST UNION NATIONAL BANK (CHARLOTTE N.C.) TEANSFER AGENT (CORPORATE SEAL OF AND BEGISTER S. O.) FINANCIALS INTERNATIONAL, INC. APPEARS HERE] BY *** Author G. Walker, Jr. AUTHORIZED SIGNATURE Screeny President and Chief Executive Officer **CAPITON** SQL FINANCIALS INTERNATIONAL, INC. APPEARS HERE] THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS, A STATEMENT OF THE POWERS, DESIGNATIONS, PREFERENCIS AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SIRRIST THEREFOR AND THE THE FORMATION OR TO THE TRANSFER AGENT. THE GORDONATION OR TO THE TRANSFER AGENT. **TO THE CORPORATION OR TO THE TRANSFER AGENT. THE Following abbreviations, when such the interciption on the face of this certificate, shall be construed as hough they were writeen out in fill according to applicable laws or regulations: **SCS*** Additional abbreviations may also be used though not in the above list. FOR VALUE RECEIVED. Additional abbreviations may also be used though not in the above list. FOR VALUE RECEIVED. Additional abbreviations may also be used though not in the above list. FOR VALUE RECEIVED. Additional abbreviations may also be used though not in the above list. FOR VALUE RECEIVED. Additional abbreviations may also be used though not in the above list. FOR VALUE RECEIVED. Additional abbreviations may also be used though not in the above list. FOR VALUE RECEIVED. ADMINISTRATION OF TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE OF ASSIGNEE) Shures		
COUNTERSIGNED AND REGISTERED: FIRST LINON NATIONAL BANK (CHARLOTT, N.C.) TRANSFER AGENT (CORPORATE SEAL OF AND REGISTRA SOL FINANCIALS INTERNATIONAL, INC. APPEARS HERE] BY /s/ Arthur G. Walker, Jr. AUTHORIZED SIGNATURE Secretary President and Chief Faceutive Officer **CAPITON** SQL FINANCIALS INTERNATIONAL, INC. THE CORPORATION WILL FURNISH WITHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS, A STATEMENT OF THE POWERS, DESIGNATIONS, PREFERENCES AND BELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF AND THE QUALIFICATION, LIMITATIONS OR RESITED THOSE OF SUCH PREFERENCES ANDOR 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 insertificine on the face of this certificate, shall be construed as though they were written out in fall according to applicable laws or regulations: **S** C** TENN COM- as tenants in common UNIF GIFT MIN ACT	by duly authorized attorney upon endorsed. This certificate is not the Transfer Agent and Registra WITNESS the facsimile seal of	on surrender of this certificate properly valid unless countersigned and registered by ar.
FIRST UNION NATIONAL BANK (CHARLOTTE, N.C.) TRANSFER AGENT [CORPORATE SEAL OF AND REGISTRAN SQL FINANCIALS INTERNATIONAL, INC. APPLARS HERE! EY & Arthur G. Walker, Jr. AUTHORIZED SKONATURE Sceretury President and Chief Faceutive Officer THE CORPORATION WILL FURNISH NYTHOUT CHARGE TO EACH STOCKHOLDER WHO SO REQUESTS, A STATEMENT OF THE POWERS, DESKONATIONS, PREPERENCES AND RELATIVE, PARTICIPATING, ORTHORNAL 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 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: **SP	Dated	
AND REGISTRAR SOL FINANCIALS INTERNATIONAL, INC. APPEARS HERE] BY Arthur G. Walker, Jr. AUTHORIZED SIGNATURE Secretary President and Chief Executive Officer **CAPTION** SQL FINANCIALS INTERNATIONAL, INC. THE CORPORATION WILL PURNISH 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 REGISTED AND 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 TEN ENT' as tenants by the entireties IT TEN. as joint tennants with right of survivorship and 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)	FIRST UNION NATIONAL	
AUTHORIZED SIGNATURE Secretary President and Chief Executive Officer CLAPTIONS 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: SS CC TEN COM. as tenants in common UNIF GIFT MIN ACT. Custodian CIST Secretary (Custodian Custodian 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)	AND REGISTRAR FINANCIALS	SQL INTERNATIONAL, INC.
Chief Executive Officer CABLE> 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: SSS TEN COM- as tenants in common TIN INT- as tenants in common TIN INT- as tenants with right of survivorship and not as tenants with right of survivorship and not as tenants in common ACL (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)	BY /s/ Arthur	G. Walker, Jr.
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 CRANSPER 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: SS CTEN COM- as tenants in common UNIF GIFT MIN ACT Custodian TEN ENT- as tenants by the entircties (Cust) (Minor) ITTEN- as joint tennants with right of survivorship and 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	AUTHORIZED SIGNATU	·
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> CD TEN COM- as tenants in common UNIF GIFT MIN ACT Custodian TEN ENT- as tenants by the entireties IT TEN- as joint tenants with right of survivorship and under Uniform Gifts to Minors 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	<caption></caption>	QL FINANCIALS INTERNATIONAL, INC.
as though they were written out in full according to applicable laws or regulations: S>	PREFERENCES AND RELAT QUALIFICATIONS, LIMITA	TVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OR SERIES THEREOF AND THE FIONS OR RESTRICTIONS OF SUCH PREFERENCES AND/OR RIGHTS. SUCH REQUEST SHALL BE MADE IN WRITING AND MAY BE MADI
TEN COM- as tenants in common TEN ENT- as tenants by the entireties UNIF GIFT MIN ACT- Custodian TEN ENT- as tenants with right of survivorship and 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)		
(State) Additional abbreviations may also be used though not in the above list. FOR VALUE RECEIVED,	TEN COM- as tenants in co TEN ENT- as tenants by the JT TEN- as joint tennants w right of survivorship a	mmon UNIF GIFT MIN ACT Custodian entireties (Cust) (Minor) vith nd under Uniform Gifts to Minors
Additional abbreviations may also be used though not in the above list. FOR VALUE RECEIVED,		Act
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	Additional a	
PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE (PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE OF ASSIGNEE) Shares		
Shares	PLEASE INSERT SOCIAL IDENTIFYING NUMBE	SECURITY OR OTHER R OF ASSIGNEE
	(PLEASE PRI	NT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE OF ASSIGNEE)

_ Attorney

to transfer the said Stocks on the books of the within the premises.	named Corporation with full power of substitution in
Dated	
X	
X	
NOTICE: THE SIGNATURE TO	O THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN
UPON THE FACE OF THE	E CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR
ENLARGEMENT, OR AN	Y CHANGE WHATEVER.
Signature(s) Guaranteed:	
THE SIGNATURE(S) SHO	OULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION
SUCH AS A SECURITIES	BROKER/DEALER, COMMERCIAL BANK, TRUST COMPANY, SAVINGS

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.

ASSOCIATION OR A CREDIT UNION PARTICIPATING IN A MEDALLION PROGRAM PURSUANT TO RULE 17Ad-15 OF THE SECURITIES EXCHANGE ACT OF 19?4, AS AMENDED.

</TABLE>