
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

BIG 5 SPORTING GOODS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation or organization)

**2525 East El Segundo Boulevard
El Segundo, California**

(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.

95-4388794

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

90245

(Zip Code)

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. (c), please check the following box.

Securities Act registration statement file number to which this form relates: **333-68094**

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, par value \$0.01 per share

(Title of class)

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

Big 5 Sporting Goods Corporation (the "Registrant") hereby incorporates by reference herein the description of the Registrant's Common Stock, par value \$0.01 per share, to be registered hereunder set forth under the captions entitled "Description of Capital Stock" and "Shares Eligible for Future Sale" in the Registrant's prospectus included as Part I of the Registration Statement on Form S-1 (Registration No. 333-68094), originally filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (the "Securities Act") on August 21, 2001, as amended on March 18, 2002 and June 5, 2002, and as subsequently amended or supplemented (as so amended or supplemented, the "Registration Statement on Form S-1"). Any prospectus that constitutes part of the Registrant's Registration Statement on Form S-1 and is subsequently filed by the Registrant with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

The Registrant hereby incorporates by reference herein the following Exhibits to the Registrant's Registration Statement on Form S-1.

Exhibit Number	Description
3.3*	Form of Amended and Restated Certificate of Incorporation of the Registrant (to be filed with the Delaware Secretary of State prior to the closing of the offering)
3.4*	Form of Amended and Restated Bylaws (to be adopted upon the closing of the offering)
4.1*	Specimen of Common Stock Certificate

* Incorporated by reference herein to the corresponding Exhibit filed with the Registrant's Registration Statement on Form S-1 (Registration No. 333-68094).

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.

BIG 5 SPORTING GOODS CORPORATION

By: /s/ GARY S. MEADE

Gary S. Meade
Senior Vice President and General Counsel

Dated: June 3, 2002