

DIGITAL POWER CORP

FORM 8-A12B

(Securities Registration (section 12(b)))

Filed 9/12/1997

Address	41920 CHRISTY ST FREMONT, California 94538
Telephone	510-657-2635
CIK	0000896493
Industry	Electronic Instr. & Controls
Sector	Technology
Fiscal Year	12/31

U.S. 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

DIGITAL POWER CORPORATION

(Exact name of registrant as specified in its charter)

CALIFORNIA	94-1721931
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

41920 Christy Street, Fremont, California 94538-3158; 510-657-2635
(Address, zip code, and telephone number of principal executive offices)

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 Purchase Warrants	American Stock Exchange (AMEX)

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
None	N/A

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

A description of Digital Power Corporation's (the "Company's") common stock purchase warrants is incorporated by reference to the Company's definitive prospectus filed pursuant to Rule 424(b) with the Commission on December 16, 1996.

ITEM 2. EXHIBITS.

The following exhibits are filed herewith (or incorporated by reference as indicated below):

1. Amended and Restated Articles of Incorporation of the Registrant incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form SB-2.
2. Amendment to Articles of Incorporation of the Registrant incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form SB-2.
3. Bylaws of the Registrant incorporated by reference to Exhibit 3.3 to the Company's Registration Statement on Form SB-2.
4. Specimen Common Stock Certificate incorporated by reference to Exhibit 4.1 to Pre-effective Amendment No. 1 to the Company's Registration Statement on Form SB-2, incorporated herein by reference.
5. Specimen Warrant incorporated by referenced to Exhibit 4.2 to the Company's Registration Statement on Form SB-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, thereto duly authorized.

**DIGITAL POWER CORPORATION,
A CALIFORNIA CORPORATION**

Date: September 11, 1997

By: ROBERT O. SMITH

Robert O. Smith,
President and Chief Executive Officer

End of Filing

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