

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
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QAD INC.

(Exact name of registrant as specified in its charter)  
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DELAWARE  
(State of Incorporation)

77-0105288  
(IRS Employer I.D. No.)

6450 VIA REAL  
CARPINTERIA, CALIFORNIA 93013  
(Address of principal executive offices, including zip code)

If this form relates to  
the registration of a  
class of debt securities  
and is effective upon  
filing pursuant to  
General Instruction  
A(c)(1) please check the  
following box. / /

If this form relates to the  
registration of a class of  
debt securities and is to  
become effective  
simultaneously with the  
effectiveness of a concurrent  
registration statement under  
the Securities Act of 1933,  
effective upon filing pursuant  
to General Instruction A(c)(2)  
please check the following  
box. / /

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  
(Title of class)

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

COMMON STOCK. The description of the common stock, par value \$.001 (the "Common Stock"), of QAD Inc., a Delaware corporation (the "Registrant") is incorporated herein by reference to the information presented under the caption "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (the "Form S-1"), Registration No. 333-28441, filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"). In the event the Registrant subsequently files a prospectus pursuant to Rule 424(b) under the Securities Act with the Commission, the description of the Common Stock of the Registrant shall be deemed to be incorporated by reference to the information presented under the caption "Description of Capital Stock" in such prospectus and not be deemed to be incorporated by reference to the Form S-1.

Such summary does not purport to be complete and is subject to, and qualified in its entirety by, the provisions of the Registrant's Certificate of Incorporation, as amended and the certificates representing the Registrant's Common Stock, which are exhibits to the Form S-1 and are incorporated herein by reference.

ITEM 2. EXHIBITS.

Exhibit Number	Description
2.1	Certificate of Incorporation of the Registrant (filed as Exhibit 3.5 to the Form S-1).(1)
2.2	Certificate of Amendment of the Registrant (filed as Exhibit 3.7 to the Form S-1).(2)
2.3	Certificate of Merger of the Registrant (filed as Exhibit 3.8 to the Form S-1).(3)
2.4	Bylaws of the Registrant (filed as Exhibit 3.9 to the Form S-1).(4)
2.5	Specimen Certificate of Common Stock (filed as Exhibit 4.1 to the Form S-1).(5)

(1) Incorporated by reference to Exhibit 3.5 to the Form S-1 (File No. 333-28441).

(2) Incorporated by reference to Exhibit 3.7 to the Form S-1 (File No. 333-28441).

(3) Incorporated by reference to Exhibit 3.8 to the Form S-1 (File No. 333-28441).

(4) Incorporated by reference to Exhibit 3.9 to the Form S-1 (File No. 333-28441).

(5) Incorporated by reference to Exhibit 4.1 to the Form S-1 (File No. 333-28441).

SIGNATURE  
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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.

QAD INC., a Delaware corporation  
(Registrant)

Date: July 10, 1997

By:/s/ KARL F. LOPKER

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Karl F. Lopker  
President

EXHIBIT INDEX

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Commission File No. 333-28441) +

2.3 Certificate of Merger of the  
Registrant (filed as Exhibit 3.8  
to the Form S-1, Commission File  
No. 333-28441)

2.4 Bylaws of the Registrant (filed  
as Exhibit 3.9 to the Form S-1,  
Commission File No. 333-28441) +

2.5 Specimen Certificate of Common  
Stock (filed as Exhibit 4.1 to  
the Form S-1, Commission File  
No. 333-28441) +

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+ Incorporated by reference pursuant to Rule 12b-32.