

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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

DEPOMED, INC.

(Exact name of registrant as specified in its charter)

California

94-3229046

(State of incorporation or organization)

(I.R.S. employer
identification no.)

1170 B Chess Drive, Foster City, California 94404

(Address 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
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Common Stock	American Stock Exchange
Common Stock Purchase Warrants	American Stock Exchange

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

None.

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

Incorporated by reference to page 43 of the preliminary prospectus contained in Registrant's Registration Statement on Form SB-2 filed with the Commission on April 18, 1997 (Reg. No. 333-25445) (the "SB-2 Registration Statement").

Item 2. Exhibits

The following exhibits are filed as a part of this registration statement:

- 1.1/(1)/ Specimen Common Stock Certificate;
- 1.2/(1)/ Specimen Warrant Certificate;
- 2.1/(2)/ Registrant's Third Amended and Restated Articles of Incorporation;
- 2.2/(3)/ Registrant's Bylaws; and
- 2.3/(1)/ Form of Warrant Agency Agreement.

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.

Date: June 17, 1997 DEPOMED, INC.

By: /S/ JOHN F. HAMILTON

 John F. Hamilton
 Vice President, Finance,
 Chief Financial Officer

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- /(1)/ To be filed by Amendment.
 - /(2)/ Incorporated by reference to Exhibit 3.1 of the SB-2 Registration Statement.
 - /(3)/ Incorporated by reference to Exhibit 3.3 of the SB-2 Registration Statement.