

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

RUSH ENTERPRISES, INC.

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(Exact name of registrant as specified in its charter)

Texas

74-1733016

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(State of incorporation or organization)

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

8810 I.H. 10 East P.O. Box 34630  
San Antonio, TX San Antonio, TX

78219

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(Address of principal executive offices)

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(Zip Code)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

Title of each class  
to be so registered  
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Name of each exchange on which  
each class is to be registered  
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Not Applicable

Not Applicable

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 pursuant to General Instruction A.(c)(2), please check the following box. [ ]

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

Common Stock, par value \$.01 per share

Rights to Purchase Common Stock

(Title of Class)

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

The securities to be registered are shares of common stock, \$.01 par value (the "Common Stock"), and the Rights to Purchase Common Stock, of the Registrant. A description of the Common Stock and the Rights to Purchase Common Stock is set forth under the caption "Description of Capital Stock" in the preliminary prospectus, subject to completion, dated May 13, 1996, which constitutes part of the Registrant's Registration Statement on Form S-1, as amended (Reg. No. 333-03346), under the Securities Act of 1933, as amended (the "Act"), which description is incorporated herein by reference. Such description will be included in a form of prospectus to be filed by the Registrant pursuant to Rule 424(b) under the Act, which prospectus shall be deemed to be incorporated herein by reference.

Item 2. Exhibits

1. Amended and Restated Articles of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 of the Registration Statement on Form S-1 (Reg. No. 333-03346)).
2. Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.2 of the Registration Statement on Form S-1 (Reg. No. 333-03346)).
3. Specimen Common Stock Certificate of the Registrant (incorporated herein by reference to Exhibit 4.1 of the Registration Statement on Form S-1 (Reg. No. 333-03346)).
4. Form of Rights Agreement between Registrant and American Stock Transfer & Trust Company, Trustee (incorporated herein by reference to Exhibit 4.3 of the Registration Statement on Form S-1 (Reg. No. 333-03346)).

## 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.

RUSH ENTERPRISES, INC.

By: /s/ W. Marvin Rush

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W. Marvin Rush  
Chairman of the Board and  
Chief Executive Officer  
(principal executive officer)

Dated: June 3, 1996