

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

Direct Focus, Inc.

(Exact name of registrant as specified in its charter)

Washington

943002667

(State of incorporation or
organization)

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

2200 N.E. 65th Avenue, Vancouver, Washington

98661

(Address of principal executive offices)

(Zip Code)

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), check the following box. / /

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.(d), check the following box. /X/

Securities Act registration statement file number to which this Form
relates: 333-73243

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

None

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

Common Stock, no par value

(Title of class)

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

The Registrant incorporates by reference the description of the Registrant's common stock set forth under the caption "Description of Capital Stock" in the Registrant's registration statement on Form S-1 (File No. 333-73243) as originally filed with the Securities and Exchange Commission on March 3, 1999, or as subsequently amended (the "Registration Statement"), and in the prospectus included in the Registration Statement.

ITEM 2. EXHIBITS.

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

EXHIBIT NO. -----	DESCRIPTION -----
1.1	Articles of Incorporation of Registrant (incorporated by reference to Exhibit 3.1 to the Registration Statement).
1.2	Articles of Merger of Registrant (incorporated by reference to Exhibit 3.2 to the Registration Statement).
1.3	Articles of Amendment of Registrant (incorporated by reference to Exhibit 3.3 to the Registration Statement).
2.1	Bylaws of Registrant (incorporated by reference to Exhibit 3.4 to the Registration Statement).
2.2	Amendment to Bylaws of Registrant (incorporated by reference to Exhibit 3.5 to the Registration Statement).

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.

Dated: April 23, 1999

Direct Focus, Inc.

By: /s/ Rod W. Rice

Rod W. Rice

Chief Financial Officer and Secretary

INDEX TO EXHIBITS

EXHIBIT NO. -----	DESCRIPTION -----
1.1	Articles of Incorporation of Registrant (incorporated by reference to Exhibit 3.1 to the Registration Statement).
1.2	Articles of Merger of Registrant (incorporated by reference to Exhibit 3.2 to the Registration Statement).
1.3	Articles of Amendment of Registrant (incorporated by reference to Exhibit 3.3 to the Registration Statement).
2.1	Bylaws of Registrant (incorporated by reference to Exhibit 3.4 to the Registration Statement).
2.2	Amendment to Bylaws of Registrant (incorporated by reference to Exhibit 3.5 to the Registration Statement).