

COHERENT INC  
Form 8-A12B  
February 12, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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**

**Coherent, Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>94-1622541</b>	
(State of incorporation or organization)	(I.R.S. Employer Identification No.)	
<b>5100 Patrick Henry Drive</b>		
<b>Santa Clara, California</b>	<b>95054</b>	
(Address of principal executive offices)	(Zip Code)	

**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
<b>Common Stock, \$0.01 par value per share</b>	<b>The NASDAQ Stock Market, LLC</b>

**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.

Securities Act registration statement file number to which this form relates: Not applicable

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

None

(Title of Class)

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

Coherent, Inc. (the Registrant) registers hereunder its Common Stock, \$0.01 par value per share (the Common Stock). A description of the Registrant's Common Stock, as well as previously registered Common Share Purchase Rights and a description of the anti-takeover effects of Delaware law and the Registrant's Amended and Restated Certificate of Incorporation and Bylaws are incorporated herein by reference to the section captioned "Description of Capital Stock" in the Registrant's Registration Statement on Form S-3 (File No. 333-135669), as originally filed with the Securities and Exchange Commission on July 10, 2006, as amended.

**Item 2. Exhibits**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The NASDAQ Stock Market, LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

**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: February 12, 2008

COHERENT, INC.

By: /s/ Bret M. DiMarco  
Bret M. DiMarco  
Executive Vice President and General  
Counsel