

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A/A-1

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

C3, INC.

(Exact name of registrant as specified in its charter)

North Carolina

56-0308470

(State of incorporation or organization)

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

3800 Gateway Boulevard, Suite 310, Morrisville, North Carolina

27560

(Address of principal executive offices)

(Zip Code)

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

None

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: 333-36809

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

Common Stock, No Par Value

(Title of class)

Warrants

(Title of class)

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

The information required by Item 1 is incorporated herein by reference to the cover page of the Prospectus (the "Prospectus") included in the Registrant's Registration Statement on Form S-1 initially filed with the Commission on September 30, 1997, as amended (File No. 333-36809) (the "Registration Statement"), and the information contained under the headings "Description of Capital Stock" and "Underwriting" of the Prospectus.

Item 2. Exhibits

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

- 3.1* Amended and Restated Articles of Incorporation of C3, Inc.
- 3.2* Amended and Restated Bylaws of C3, Inc.
- 4.1* Specimen Certificate of Common Stock
- 4.2* Form of Representative's Warrant

* Incorporated by reference to the exhibits of the same number to the Registration Statement.

3

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: November 12, 1997

C3, INC.

By: /s/ Jeff N. Hunter

Jeff N. Hunter
President