

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

VASCO Data Security International, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

36-4169320

(State of Incorporation
or Organization)

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

1901 South Meyers Road, Suite 210
Oakbrook Terrace, Illinois

60181

(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
NONE	N/A

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) 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: _____ (if applicable)

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

Common Stock, \$.001 Par Value

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The registrant hereby incorporates by reference the descriptions of the securities registered hereby (the "Securities") set forth under the caption "Description of Capital Stock of New Vasco" on page 129 of the registrant's final Proxy Statement/Prospectus contained in its Registration Statement on Form S-4 (File No. 333-35563), under the Securities Act of 1933, as amended, as filed with the Securities and Exchange Commission ("SEC") on September 12, 1997, as amended by Pre-Effective Amendment No. 1 filed with the SEC on October 27, 1997, Pre-Effective Amendment No. 2 filed with the SEC on November 24, 1997, Pre-Effective Amendment No. 3 filed with the SEC on January 27, 1998, and Pre-effective Amendment No. 4 filed with the SEC on February 5, 1998.

Item 2. Exhibits.

EXHIBIT NUMBER	DESCRIPTION OF EXHIBIT
3.1+	Certificate of Incorporation of Registrant, as amended.
3.2++	Bylaws of Registrant, as amended and restated.
4.2+	Specimen of Registrant's Common Stock Certificate.
4.5+	Form of Registrant's Warrant Agreement.
4.6+	Form of Registrant's Option Agreement.
4.7+	Form of Registrant's Convertible Note Agreement.
10.36+	Registration Rights Agreement dated as of October 19, 1995
10.37+	First Amendment to Registration Rights Agreement dated July 1, 1996
10.38+	Second Amendment to Registration Rights Agreement dated March 7, 1997

+	Incorporated by reference from the registrant's Registration Statement on Form S-4 (File No. 333-35563), under the Securities Act of 1933, as amended, as filed with the Securities and Exchange Commission ("SEC") on September 12, 1997, as amended by Pre-Effective Amendment No. 1 filed with the SEC on October 27, 1997, Pre-Effective Amendment No. 2 filed with the SEC on November 24, 1997, Pre-Effective Amendment No. 3 filed with the SEC on January 27, 1998, and Pre-effective Amendment No. 4 filed with the SEC on February 5, 1998.
++	Incorporated by reference from the registrant's Annual Report on Form 10-K for the year ended December 31, 1997 filed with the SEC on May 5, 1998.

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.

VASCO DATA SECURITY INTERNATIONAL, INC.

By: T. Kendall Hunt

T. Kendall Hunt, President and
Chief Executive Officer