
**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**

PROTO LABS, INC.

(Exact name of registrant as specified in its charter)

Minnesota
(State of incorporation or organization)

41-1939628
(I.R.S. Employer Identification No.)

5540 Pioneer Creek Drive, Maple Plain, MN
(Address of principal executive offices)

55359
(Zip Code)

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

**Title of each class
to be so registered:**
Common stock, par value \$0.001 per share

**Name of each exchange on
which each class is to be registered:**
New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing 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 333-175745

Securities to be registered pursuant to Section 12(g) of the Act: None.

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

The "Description of Capital Stock" section included in the Registrant's Registration Statement on Form S-1 (SEC File No. 333-175745), as amended, which Registration Statement was initially filed with the Securities and Exchange Commission on July 25, 2011, as well as in any prospectus that constitutes a part thereof and is filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, is incorporated herein by reference.

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 New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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.

PROTO LABS, INC.

Dated: February 21, 2012

By /s/ Bradley A. Cleveland
Bradley A. Cleveland
President and Chief Executive Officer