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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-A**

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

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**OCULUS INNOVATIVE SCIENCES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**68-0423298**  
(I.R.S. Employer Identification No.)

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**1129 N. McDowell Blvd.  
Petaluma, CA 94954**  
(Address of principal executive offices) (Zip Code)

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

<b>Title of Each Class to be so Registered</b>	<b>Name of each exchange on which each class is to be registered</b>
Common Stock, \$0.0001 par value per share	The Nasdaq Stock Market LLC

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: 333-135584

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

None

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**Title of Class**

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

The description of the Common Stock, \$0.0001 par value per share (the “**Common Stock**”), of Oculus Innovative Sciences, Inc., (the “**Registrant**”) contained under the caption “Description of Capital Stock” in the prospectus (subject to completion) that forms a part of the Registrant’s Registration Statement on Form S-1 (File No. 333-135584) filed on July 3, 2006, as amended (the “**Form S-1**”), together with the description contained under such caption included in the form of final prospectus subsequently filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed incorporated herein by reference.

**Item 2. Exhibits.**

The following exhibits are filed as part of this Form S-1:

<b>Exhibit Number</b>	<b>Description</b>
1	Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 of the Form S-1).
2	Form of Restated Certificate of Incorporation of the Registrant, to be filed upon the completion of the offering to which the Form S-1 relates (incorporated herein by reference to Exhibit 3.5 of the Form S-1).
3	Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.6 of the Form S-1).
4	Form of Bylaws of the Registrant, to be effective upon the completion of the offering to which the Form S-1 relates (incorporated herein by reference to Exhibit 3.8 of the Form S-1).
5	Specimen Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 of the Form S-1).
6	Amended and Restated Investors Rights Agreement, effective as of September 14, 2006 (incorporated herein by reference to Exhibit 4.6 of the Form S-1).

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**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: December 15, 2006

Oculus Innovative Sciences, Inc.

By /s/ Hojabr Alimi

Hojabr Alimi

Chief Executive Officer and President

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## INDEX TO EXHIBITS

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