

Zosano Pharma Corp  
Form 8-A12B  
July 25, 2014

**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 (g)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Zosano Pharma Corporation**

**(Exact name of registrant as specified in its charter)**

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

**45-4488360**  
**(I.R.S. Employer Identification No.)**

**34790 Ardentech Court, Fremont, California**  
**(Address of principal executive offices)**

**94555**  
**(Zip Code)**

**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>
<b>Common Stock, \$0.0001 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: 333-196983 (if applicable).**

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

**(Title of class)**

**(Title of class)**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

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

A description of the common stock, \$0.0001 par value per share (the "Common Stock"), of Zosano Pharma Corporation, a Delaware corporation (the "Registrant"), to be registered hereunder is set forth under the heading "Description of Capital Stock" in the prospectus included in the Registrant's Registration Statement on Form S-1 (File No. 333-196983), initially filed with the Securities and Exchange Commission (the "Commission") on June 24, 2014, as subsequently amended (the "Registration Statement"), and is incorporated herein by reference. In addition, a description of the Common Stock will be included in a prospectus to be subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Registration Statement, and such prospectus 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 NASDAQ Stock Market LLC and the securities registered hereunder 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.

ZOSANO PHARMA CORPORATION

Date: July 25, 2014

By: /s/ Vikram Lamba  
Vikram Lamba  
President and Chief Executive Officer