
U.S. 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**

BENDON GROUP HOLDINGS LIMITED

(Exact Name of Registrant as Specified in Its Charter)

Australia

(State of Incorporation
or Organization)

**c/o Bendon Limited
Building 7C, Huntley Street
Alexandria
NSW 2015, Australia**

(Address of Principal Executive Offices)

N/A

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

N/A

(Zip Code)

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), please check the following box. [X]

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), please check the following box. []

Securities Act registration statement file number to which this form relates:

333-223786

(If applicable)

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

Title of Each Class
to be Registered

Ordinary shares

Name of Each Exchange on Which
Each Class is to be Registered

The Nasdaq Stock Market LLC

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

None

(Title of Class)

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

The securities to be registered hereby are the ordinary shares of Bendon Group Holdings Limited (the “Company”). The description of the ordinary shares is contained under the heading “*Description of Holdco Securities*” beginning on page 181 of the definitive proxy statement/prospectus filed by the Company with the Securities and Exchange Commission on April 27, 2018 (File No. 333-223786) (the “Proxy Statement/Prospectus”) to which this Form 8-A relates is incorporated herein by reference.

Item 2. Index to Exhibits.

Exhibit No.	Description
3.1	Form of Constitution (included in the Proxy Statement/Prospectus as Exhibit 3.1).
4.1	Specimen Ordinary Share Certificate (included the Registration Statement as Exhibit 4.1).

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.

BENDON GROUP HOLDINGS LIMITED

Date: June 19, 2018

By: /s/ Justin Davis-Rice
Justin Davis-Rice
Chief Executive Officer

