

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

NEBULA ACQUISITION CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State of Incorporation or Organization)

82-1329677

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

Four Embarcadero Center
Suite 2350
San Francisco, CA

(Address of Principal Executive Offices)

10019

(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.

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:

333-222137

(If applicable)

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

Title of Each Class
to be Registered

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

Units, each consisting of one share of Class A Common Stock, and one-third
of one Warrant

The NASDAQ Stock
Market LLC

Class A Common Stock, par value \$0.0001 per share

The NASDAQ Stock
Market LLC

Warrants, each whole warrant exercisable for one share of Class A Common
Stock at an exercise price of \$11.50

The NASDAQ Stock
Market LLC

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

N/A

(Title of Class)

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

The securities to be registered hereby are the units, Class A common stock and warrants to purchase shares of Class A common stock of Nebula Acquisition Corporation (the “**Company**”). The description of the units, Class A common stock and warrants contained in the section entitled “Description of Securities” in the prospectus included in the Company’s Registration Statement on Form S-1 (File No. 333-222137) filed with the U.S. Securities and Exchange Commission on December 12, 2017, as amended from time to time (the “**Registration Statement**”), to which this Form 8-A relates, is incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that is subsequently filed is also incorporated by reference herein.

Item 2. Exhibits.

The following exhibits have been filed as exhibits to the Registration Statement, as amended, and are incorporated herein by reference:

Exhibit No.	Description
3.1	<u>Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company’s Registration Statement on Form S-1 (File No. 333-222137), filed with the Securities and Exchange Commission on December 12, 2017).</u>
3.2	<u>Form of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to the Company’s Registration Statement on Form S-1 (File No. 333-222137), filed with the Securities and Exchange Commission on December 12, 2017).</u>
3.3	<u>Bylaws (incorporated by reference to Exhibit 3.3 to the Company’s Registration Statement on Form S-1 (File No. 333-222137), filed with the Securities and Exchange Commission on December 12, 2017).</u>
4.1	<u>Specimen Unit Certificate (incorporated by reference to Exhibit 4.1 to the Company’s Registration Statement on Form S-1 (File No. 333-222137), filed with the Securities and Exchange Commission on December 12, 2017).</u>
4.2	<u>Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.2 to the Company’s Registration Statement on Form S-1 (File No. 333-222137), filed with the Securities and Exchange Commission on December 12, 2017).</u>
4.3	<u>Specimen Warrant Certificate (incorporated by reference to Exhibit 4.3 to the Company’s Registration Statement on Form S-1 (File No. 333-222137), filed with the Securities and Exchange Commission on December 12, 2017).</u>
4.4	<u>Form of Warrant Agreement between American Stock Transfer & Trust Company, LLC and the Company (incorporated by reference to Exhibit 4.4 to the Company’s Registration Statement on Form S-1 (File No. 333-222137), filed with the Securities and Exchange Commission on December 12, 2017).</u>
10.1	<u>Form of Investment Management Trust Agreement between American Stock Transfer & Trust Company, LLC and the Company (incorporated by reference to Exhibit 10.3 to the Company’s Registration Statement on Form S-1 (File No. 333-222137), filed with the Securities and Exchange Commission on December 12, 2017).</u>
10.2	<u>Form of Registration Rights Agreement between the Company and certain security holders (incorporated by reference to Exhibit 10.4 to the Company’s Registration Statement on Form S-1 (File No. 333-222137), filed with the Securities and Exchange Commission on December 12, 2017).</u>

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.

Very truly yours,

NEBULA ACQUISITION CORPORATION

By: /s/ Rufina Adams
Rufina Adams
Chief Financial Officer

Dated: January 8, 2018