

CLEARSIGN COMBUSTION CORP

Form 8-A12B

April 23, 2012

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**

CLEARSIGN COMBUSTION CORPORATION

(Exact name of registrant as specified in its charter)

Washington 26-2056298
(State of incorporation or organization) (I.R.S. Employer Identification No.)

12870 Interurban Avenue South

98168

Seattle, Washington

(Address of principal executive offices) (Zip Code)

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

**Title of each class
to be so registered**

**Name of each exchange on which
each class is to be registered**

Common Stock, par value \$0.0001 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. ☒ 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), check the following box. ☐ o

Securities Act registration statement file number to which this form relates: **File No. 333-177946**

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

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

This Registration Statement on Form 8-A is being filed in connection with the listing of common stock, par value \$0.0001 per share, of ClearSign Combustion Corporation (the "Company") on the NASDAQ Stock Market LLC under the symbol "CLIR". The description of the capital stock of the Company is set forth in Amendment No. 5 to the Company's Registration Statement on Form S-1 (File No. 333-177946) filed with the Securities and Exchange Commission (the "SEC") on April 18, 2012, under the heading "*Description of Capital Stock*," which description is incorporated herein by reference.

Item 2. Exhibits.

1. Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to Amendment No.5 to the Company's Registration Statement on Form S-1 filed with the SEC on April 18, 2012 (File No. 333-177946)).

2. Articles of Amendment to Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1.1 to Amendment No. 5 to the Company's Registration Statement on Form S-1 filed with the SEC on April 18, 2012 (File No. 333-177946)).

3. By-Laws of the Company (incorporated by reference to Exhibit 3.2 to Amendment No. 5 to the Company's Registration Statement on Form S-1 filed with the SEC on April 18, 2012 (File No. 333-177946)).

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.

CLEARSIGN COMBUSTION CORPORATION

By: /s/ Richard Rutkowski
Richard Rutkowski, Chief Executive Officer

Date: April 23, 2012

ClearSign Combustion Corporation

Exhibit Index

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3.	By-Laws of the Company (incorporated by reference to Exhibit 3.2 to Amendment No. 5 to the Company's Registration Statement on Form S-1 filed with the SEC on April 18, 2012 (File No. 333-177946)).