

QUEPASA CORP
Form 8-A12B
January 19, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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

Quepasa Corporation
(Exact name of registrant as specified in its charter)

Nevada
(State of incorporation or
organization)

86-0879433
(I.R.S. Employer Identification No.)

324 Datura Street
Suite 114
West Palm Beach, FL 33401

(Address of principal executive offices)
(Zip Code)

Securities to be registered 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 \$0.001 per share	NYSE Amex 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: 333-171461

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

(Title of class)

(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

Quepasa Corporation hereby incorporates by reference herein the description of its common stock, par value \$0.001 per share appearing under the caption "Description of Securities" contained in (i) the Registration Statement on Form S-1 (File No. 333-171461), as filed with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 (the "Securities Act") on December 29, 2010, as may be subsequently amended and (ii) the related final form of the prospectus filed with the SEC on January 6, 2011 pursuant to Rule 424(b) under the Securities Act.

Item 2. Exhibits.

The registrant hereby incorporates by reference herein the following exhibits:

Exhibit No.	Exhibit Description	Incorporated by Reference		
		Form	Date	Number
3.1	Certificate of Restated Articles of Incorporation	10-QSB	8/15/07	3.1
3.2	Certificate of Amendment – Officer Liability Protection	10-Q	8/9/10	3.2
3.3	Certificate of Designation	10-Q	7/25/08	3.2
3.4	Amended and Restated Bylaws	8-K	7/3/07	3.2
3.5	Amendment to Amended and Restated Bylaws	8-K	5/14/10	3.1

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.

QUEPASA CORPORATION

Date: January 19, 2011

By: /s/ Michael Matte
Name: Michael Matte
Title: Chief Financial Officer

Exhibit Index

Exhibit No.	Exhibit Description	Incorporated by Reference			Filed or Furnished
		Form	Date	Number	Herewith
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