

RXi Pharmaceuticals Corp
Form 8-A12B
February 07, 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 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

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

Delaware (State or other jurisdiction of	45-3215903 (I.R.S. Employer
incorporation or organization)	Identification No.)
1500 West Park Drive, Suite 210, Westborough, MA 01581	
(Address of Principal Executive Offices) (Zip Code)	

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

Title of each class	Name of each exchange on which
to be so registered	each class is to be registered
Common Stock,	The NASDAQ Stock Market LLC

par value \$0.0001 per share

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: **Not applicable**

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

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

RXi Pharmaceuticals Corporation (the Registrant) hereby incorporates by reference the description of its common stock, par value \$0.0001 per share, to be registered hereunder, contained under the heading Description of Capital Stock in the prospectus included in the Registrant's Registration Statement on Form S-1 (File No. 333-191236), as originally filed with the Securities and Exchange Commission (the Commission) on September 18, 2013 (the Registration Statement), and in the prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.**Incorporated by Reference Herein**

Exhibit Number	Description	Form	Filing Date
3.1	Amended and Restated Certificate of Incorporation of RXi Pharmaceuticals Corporation	Amendment No. 4 to the Registration Statement on Form S-1 (File No. 333-177498)	February 7, 2012
3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation	Current Report on Form 8-K (File No. 000-54910)	July 22, 2013
3.3	Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock of RXi Pharmaceuticals Corporation	Amendment No. 4 to Registration Statement Form S-1 (File No. 333-177498)	February 7, 2012
3.4	Amended and Restated Bylaws of RXi Pharmaceuticals Corporation	Quarterly Report on Form 10-Q (File No. 333-177498)	May 14, 2012

SIGNATURES

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.

RXi Pharmaceuticals Corporation

Date: February 7, 2014

By: /s/ Geert Cauwenbergh
Geert Cauwenbergh, Dr. Med. Sc.

Chief Executive Officer