

Ampio Pharmaceuticals, Inc.  
Form 8-A12B  
May 17, 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 12(g) OF THE SECURITIES**  
**EXCHANGE ACT OF 1934**

**AMPIO PHARMACEUTICALS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State of Incorporation

or Organization)

5445 DTC Parkway, Ste P4

**26-0179592**  
(I.R.S. Employer

Identification No.)

80111

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**Greenwood Village, Colorado**  
**(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, 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.

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: Not Applicable

Securities to be registered pursuant to Section 12(g) of the Act: Not Applicable

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

In response to this Item, Ampio Pharmaceuticals, Inc. (the Registrant) hereby incorporates by reference the description of the Common Stock, par value \$0.0001 per share, of the Registrant set forth under the caption "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-173589) as originally filed with the Securities and Exchange Commission (the Commission) on April 19, 2011 (the Registration Statement), and in the prospectus included in the Registration Statement to be filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended.

**Item 2. Exhibits.**

Under the Instructions as to exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**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.

Date: May 17, 2011

AMPIO PHARMACEUTICALS, INC.

By: /s/ Donald B. Wingerter, Jr.  
Name: Donald B. Wingerter, Jr.  
Title: Chief Executive Officer