

Paramount Group, Inc.  
Form 8-A12B  
November 14, 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**

**Paramount Group, Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Maryland**  
**(State of Incorporation or Organization)**

**32-0439307**  
**(IRS Employer Identification No.)**

**1633 Broadway, Suite 1801**

**New York, New York**  
**(Address of Principal Executive Offices)**

**10019**  
**(Zip Code)**

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

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which</b>
<b>to be so Registered</b> <b>Common Stock, \$0.01 par value per share</b>	<b>Each Class is to be Registered:</b> <b>New York Stock Exchange</b>

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 (if applicable): File No. 333-198392**

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

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

A description of the shares of common stock, \$0.01 par value per share, of Paramount Group, Inc. (the Registrant), is set forth under the caption Description of Capital Stock in the Registrant's prospectus contained in its Registration Statement on Form S-11 (File No. 333-198392), as amended (the Registration Statement), and is incorporated herein by reference. The prospectus to be filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Registration Statement, shall be deemed to be incorporated herein by reference. In addition, also incorporated by reference herein is information relating to the Registrant's shares of common stock under the caption Material Provisions of Maryland Law and Our Charter and Bylaws in the Registration Statement.

**Item 2. Exhibits.**

None.

**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.

**Paramount Group, Inc.**

Date: November 14, 2014

By: /s/ Gage Johnson

Name: Gage Johnson

Senior Vice President, General Counsel and

Title: Secretary