

NUPATHE INC.
Form 8-A12B
July 29, 2010

**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**

NuPathe Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation or organization)

20-2218246

(I.R.S. Employer Identification No.)

227 Washington Street, Suite 200

Conshohocken, PA

(Address of principal executive offices)

19428

(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, \$0.001 par value 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: **333-166825**

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

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The capital stock to be registered is the Registrant's common stock, \$0.001 par value per share. For a description of the common stock, reference is made to the information set forth under the heading "Description of Capital Stock - Common Stock" in the prospectus included in the Registrant's Registration Statement on Form S-1 (File No. 333-166825) originally filed with the Securities and Exchange Commission on May 14, 2010, as amended by any amendments to such Registration Statement and by any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which information is incorporated herein by reference.

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.

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.

NUPATHE INC.

Date: July 29, 2010

By: /s/ Jane H. Hollingsworth

Name: Jane H. Hollingsworth

Title: Chief Executive Officer