

ENVIVIO INC
Form 8-A12B
June 15, 2011

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

Envivio, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation

or organization)

400 Oyster Point Boulevard, Suite 325

94-3353255
(I.R.S. Employer

Identification No.)

94080

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South San Francisco, California
(Address of principal executive offices)

(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: **333-173529**

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

Not applicable

(Title of class)

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

A description of the common stock, \$0.001 par value per share (the Common Stock), of Envivio, Inc., a Delaware corporation (the Registrant), to be registered hereunder is contained in the section entitled Description of Capital Stock in the prospectus included in the Registrant's Form S-1 Registration Statement (File No. 333-173529), initially filed with the Securities and Exchange Commission on April 15, 2011, as amended from time to time (the Registration Statement), and is incorporated herein by reference. In addition, a description of the Common Stock will be included in a prospectus to be subsequently filed by the Registrant pursuant to Rule 424(b) of the Securities Act of 1933, as amended, relating to the Registration Statement, and such prospectus is incorporated herein by reference.

The Registrant is applying to have the Common Stock to be registered hereunder approved for listing on the NASDAQ Global Market of The NASDAQ Stock Market LLC under the symbol ENVI.

Item 2. Exhibits.

Pursuant to 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.

Dated: June 15, 2011

Envivio, Inc.

By

/s/ Julien Signès
Julien Signès
Chief Executive Officer and President