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MISSION WEST PROPERTIES INC

Form 8-A12B/A

March 21, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Mission West Properties, Inc.  
(Exact Name of Registrant as Specified in Charter)

Maryland	95-2635431
----- (State or Other Jurisdiction of Incorporation or Organization)	----- (I.R.S. Employer Identification No.)
10050 Bandley Drive Cupertino, California	95014
----- (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, \$.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.  [X]

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 (if applicable):

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

None

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(Title of class)

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(Title of class)

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

This Registration Statement on Form 8-A/A amends the Registration Statement on Form 8-A of Mission West Properties, Inc. dated and filed with the Securities and Exchange Commission on March 20, 2008 by including exhibit 4.1, which is filed herewith. No other portion of the report on Form 8-A as originally filed is being modified by this amendment.

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the common stock \$.001, par value per share (the "Common Stock"), of Mission West Properties, Inc., a Maryland corporation, is incorporated by reference to the information set forth under the caption "Description of Capital Stock" in the prospectus included as part of the registrant's registration statement on Form S-11, as amended (Commission File No. 333-80203) in the form in which it was filed on June 28, 1999 with the Securities and Exchange Commission.

ITEM 2. EXHIBITS.

The following exhibits are incorporated by reference in this Registration Statement.

Exhibit No.

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- 2.1 Merger Agreement and Plan of Merger between Mission West Properties and Mission West Properties, Inc.(1)
  - 3.1 Articles of Amendment and Restatement of Mission West Properties, Inc.(2)
  - 3.2 Amended and Restated Bylaws of Mission West Properties, Inc. as of December 18, 2007(3)
  - 4.1\* Specimen of Common Stock Certificate
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\* Filed herewith

- (1) Incorporated herein by reference to the same-numbered exhibit to the Post-effective Amendment No. 1 to Registration Statement on Form S-4 filed on Form S-3 on February 11, 1999 (Commission File No. 333-52835-99)
  - (2) Incorporated herein by reference to the same-numbered exhibit to the Registration Statement on Form S-4/A filed on November 16, 1998 and declared effective on November 23, 1998 (Commission File No. 333-52835-99)
  - (3) Incorporated herein by reference to the same-numbered exhibit to Form 8-K filed on December 20, 2007 (Commission File No. 000-25235)
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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.

Mission West Properties, Inc.

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Date: March 21, 2008

By: /s/ Raymond V. Marino

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Raymond V. Marino  
President and Chief Operating Officer