

Penumbra Inc  
Form 8-A12B  
September 15, 2015

**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**

**PENUMBRA, INC.**

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

**Delaware** **05-0605598**  
**(State of Incorporation or Organization)** **(I.R.S. Employer Identification No.)**  
**One Penumbra Place**

**1351 Harbor Bay Parkway**

**Alameda, CA 94502**

**(Address of Principal Executive Offices and Zip Code)**

**Securities to be 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, par value \$0.001 per share</b>	<b>Each Class is to be Registered</b> <b>The 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:**

**333-206412**

**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, par value \$0.001 per share (the "Common Stock"), of Penumbra, Inc., a Delaware corporation (the "Registrant") to be registered hereunder is set forth in the section titled "Description of Capital Stock" in the prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-206412) as originally filed with the Securities and Exchange Commission (the "Commission") on August 14, 2015, as subsequently amended (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 with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Registration Statement, and such prospectus is incorporated herein by reference.

**Item 2: Exhibits**

Pursuant to the "Instructions as to Exhibits" section of Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The New York Stock Exchange 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.

PENUMBRA, INC.

By: /s/ Adam Elsesser

Name: Adam Elsesser

Title: Chairman, Chief Executive  
Officer and President

Date: September 15, 2015

*[Signature page to Form 8-A]*