

**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**

**HighCape Capital Acquisition Corp.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation or organization)

85-1388175  
(I.R.S. Employer Identification No.)

452 Fifth Avenue, 21st Floor  
New York, New York  
(Address of Principal Executive Offices)

10018  
(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
Units, each consisting of one share of Class A common stock and one-third of one redeemable warrant Class A common stock, par value \$0.0001 per share	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A common stock at an exercise price of \$11.50 per share	The Nasdaq Stock Market LLC 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) or (e), 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) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement or Regulation A offering statement file number to which this form relates:**  
333-240283

**Securities to be registered pursuant to Section 12(g) of the Act:**  
N/A

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

The securities to be registered hereby are the units, Class A common stock, par value \$0.0001 per share, and warrants to purchase Class A common stock of HighCape Capital Acquisition Corp. (the “Registrant”). The description of the units, Class A common stock and warrants set forth under the heading “Description of Securities” in the Registrant’s prospectus forming a part of its Registration Statement on [Form S-1 \(File No. 333-240283\)](#), originally filed with the U.S. Securities and Exchange Commission on August 3, 2020, as thereafter amended and supplemented from time to time (the “Registration Statement”), to which this Form 8-A relates is incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

**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.

---

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**HIGHCAPE CAPITAL ACQUISITION CORP.**

Date: September 2, 2020

By: /s/ Matt Zuga

Name: Matt Zuga

Title: Chief Financial Officer and Chief Operating Officer

---