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AQUACELL TECHNOLOGIES INC

Form 8-A12G

December 22, 2005

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

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

AQUACELL TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation
or organization)

33-0750453
(IRS Employer
Identification No.)

10410 Trademark Street, Rancho Cucamonga, CA
(Address of principal executive offices)

91730
(Zip Code)

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

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:
____ (if applicable)

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

Common Stock par value \$.001

(Title of Class)

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

The registrant incorporates by reference the description of its Common
Stock set forth in its filing under File No. 333-121903 filed with the principal
office on Form S-3.

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ITEM 2. Exhibits

The registrant incorporates by reference the exhibits of the specimen stock certificate and restated Certificate of Incorporation filed under File No. 333-41826 filed with the principal office on Form SB-2.

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.

AQUACELL TECHNOLOGIES, INC.

Dated: December 22, 2005

By: /s/ James C. Witham

James C. Witham
Chief Executive Officer