SHOPIFY INC.
Form 8-A12B
May 19, 2015

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 (g) OF

THE SECURITIES EXCHANGE ACT OF 1934

Shopify Inc.

(Exact name of registrant as specified in its charter)

Canada	**30-0830605**
(State of incorporation or organization)	**(I.R.S. Employer Identification No.)**
150 Elgin Street, 8th Floor	
Ottawa, Ontario, Canada	**K2P 1L4**
(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
Class A subordinate voting shares	New York Stock Exchange

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:

333-203401

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

None

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

For a description of the securities of Shopify Inc. (the Registrant) being registered hereunder, reference is made to the information set forth under the heading Description of Share Capital contained in the Registrant s Registration Statement on Form F-1 (File No. 333-203401), as initially filed with the Securities and Exchange Commission (the Commission) on April 14, 2015, as amended (the Registration Statement), and in the prospectus included in the Registration Statement to be filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

Under 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 to be registered on the New York Stock Exchange and the securities to be 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: May 19, 2015

SHOPIFY INC.

By: /s/ Tobias Lütke
Name: Tobias Lütke
Title: Chief Executive Officer, Chairman of the Board