

PUMA BIOTECHNOLOGY, INC.  
Form 8-A12B  
October 16, 2012

**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**

**Puma Biotechnology, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation

or organization)

10880 Wilshire Boulevard, Suite 2150

Los Angeles, CA 90024

**77-0683487**  
(I.R.S. Employer

Identification No.)

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(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 to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common Stock, par value \$0.0001 per share</b>	<b>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 a General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-184187

Securities to be registered pursuant to Section 12(g) of the Act: None.

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

The description of the common stock, par value \$0.0001 per share, of Puma Biotechnology, Inc. (the Company) as included under the caption Description of Capital Stock in the prospectus forming a part of the Registration Statement on Form S-1, as amended, originally filed with the Securities and Exchange Commission (the Commission) on September 28, 2012 (Registration No. 333-184187), including exhibits, and as may be subsequently amended from time to time (the Registration Statement), is hereby incorporated by reference. In addition, all of the above-referenced descriptions included in any prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be 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 to be 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, thereunto duly authorized, in the city of Los Angeles, state of California, on the 16th day of October, 2012.

PUMA BIOTECHNOLOGY, INC.

By: /s/ Alan H. Auerbach  
Alan H. Auerbach  
President and Chief Executive Officer