

Viggle Inc.  
Form 8-A12B  
July 31, 2012

---

---

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 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

VIGGLE INC.  
(formerly Function(x) Inc.)

---

(Exact Name of Registrant as Specified in Its Charter)

|   |   |
|---|---|
| Delaware<br>(State of Incorporation or<br>Organization)   | 33-0637631<br>(I.R.S. Employer Identification<br>No.) |
| 902 Broadway<br>11th Floor<br>New York, New York<br>(Address of Principal Executive<br>Offices) | 10010<br>(Zip Code)                                   |

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

|  |  |
|--|--|
| Title of each class<br>to be so registered<br>Common Stock | Name of each exchange on which<br>each class is to be registered<br>OTC Bulletin Board |
|--|--|

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<br>which this form relates: | 333- 174481<br><br>(if applicable) |
|--|------------------------------------|

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

(Title of Class)

---

---

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

The information required by this item is contained in the section entitled "Description of Capital Stock" in the Company's Registration Statement on Form S-1, Registration No. 33-0637631, as originally filed with the Securities and Exchange Commission (the "SEC") on May 25, 2011, as subsequently amended by any amendments to such Registration Statement. This information is incorporated herein by reference.

Item 2. Exhibits.

- |     |                                  |
|-----|----------------------------------|
| 3.1 | Certificate of Incorporation (1) |
| 3.2 | By-Laws (2)                      |

- (1) Incorporated by reference to the Company's current report on Form 8-K filed on February 16, 2011.
- (2) Incorporated by reference to the registrant's registration statement on Form 3-2/A filed on July 2, 1996.

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.

VIGGLE INC.

Date: July 30, 2012

By: /s/ Robert F.X. Sillerman  
Name: Robert F.X. Sillerman  
Title: Chief Executive Officer