

CANCER GENETICS, INC  
Form 8-A12B  
August 12, 2013

**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**

**Cancer Genetics, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State of incorporation or organization)

**04-3462475**  
(I.R.S. Employer Identification No.)

**201 Route 17 North**

**07070**

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2<sup>nd</sup> Floor

**Rutherford, NJ**  
(Address of principal executive offices)

(Zip Code)

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

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

**Securities Act registration statement file number to which this form relates:**

**333-189117**

**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 Cancer Genetics, Inc. (the Registrant), as included under the caption Description of Capital Stock in the prospectus forming a part of the Registration Statement on Form S-1, as originally filed with the Securities and Exchange Commission (the Commission) on June 5, 2013 (Registration No. 333-189117), including exhibits, and amended from time to time thereafter (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.**

Pursuant to the Instructions as to Exhibits for 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 Exchange Act.

**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.

Cancer Genetics, Inc.

Date: August 12, 2013

By: /s/ Panna L. Sharma

Name: Panna L. Sharma

Title: President, Chief Executive Officer and Director