

Seritage Growth Properties  
Form 8-A12B  
June 09, 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 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Seritage Growth Properties**  
**(Exact Name of Registrant as Specified in its Charter)**

**Maryland**  
**(State of Incorporation or Organization)**

**47-3451276**  
**(I.R.S. Employer Identification No.)**

**3333 Beverly Road**  
**Hoffman Estates, Illinois**  
**(Address of Principal Executive Offices)**

**60179**  
**(Zip Code)**

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

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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: 333-203163**

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

| <b>Title of Each Class</b>  | <b>Name of Each Exchange on</b>             |
|---|---|
| <b>to be so Registered</b>  | <b>Which Each Class is to be Registered</b> |
| <b>Class A common shares of beneficial interest, par value \$0.01 per share</b> | <b>New York Stock Exchange</b>              |
| <b>Subscription rights to purchase Class A common shares</b>                    | <b>New York Stock Exchange</b>              |
| <b>Securities to be registered pursuant to Section 12(g) of the Act: None</b>   |   |

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The securities to be registered hereby consist of Class A common shares of beneficial interest, par value \$0.01 per share ( Common Shares ), of Seritage Growth Properties, a Maryland real estate investment trust (the Registrant ), and subscription rights to purchase Common Shares of the Registrant ( Subscription Rights ).

The Registrant hereby incorporates by reference the description of its Common Shares to be registered hereunder contained under the heading Description of Shares of Beneficial Interest in the Registrant's Registration Statement on Form S-11 (file No. 333-203163), initially filed with the Securities and Exchange Commission on April 1, 2015, as amended from time to time thereafter.

The Registrant hereby incorporates by reference the description of its Subscription Rights contained under the heading The Rights Offering in the Registrant's Registration Statement on Form S-11 (No. 333-203163), initially filed with the Securities and Exchange Commission on April 1, 2015, as amended from time to time thereafter.

The Registrant's Common Shares to be registered hereunder have been approved for listing on The New York Stock Exchange under the symbol SRG, and the Subscription Rights have been approved for listing on The New York Stock Exchange under the symbol SRGRT.

### **Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Registrant are 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, thereto duly authorized.

**Seritage Growth Properties**

Date: June 8, 2015

By: /s/ Benjamin Schall

Name: Benjamin Schall

Title: Chief Executive Officer and President