
**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**

THE REAL GOOD FOOD COMPANY, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

87-1280343
(I.R.S. Employer Identification No.)

**3 Executive Campus, Suite 155
Cherry Hill, NJ**
(Address of principal executive offices)

08002
(Zip Code)

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

Title of each class
to be so registered
Class A common stock, \$0.0001 par value per share

Name of each exchange on which
each class is to be registered
The Nasdaq Stock Market LLC

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) or (e), 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) or (e), please check the following box. ☐

If this this related to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐

Securities Act registration statement file number as to which this form relates: **333-260204**

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 Class A common stock, par value \$0.0001 per share, of The Real Good Food Company, Inc. (the “**Company**”) to be registered hereunder is contained in the section entitled “*Description of Capital Stock*” in the Company’s Registration Statement on Form S-1 (File No. 333-260204), initially filed with the Securities and Exchange Commission (the “**Commission**”) on October 12, 2021 (as such may be amended or supplemented from time to time, the “**Registration Statement**”), and in any prospectus included in the Registration Statement to be filed separately by the Company with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended. Such Registration Statement and any form of prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, that includes such description, are hereby incorporated by reference herein.

Item 2. Exhibits.

Pursuant to the “Instructions as to Exhibits” with respect to Form 8-A, no exhibits are required to be filed with this registration statement on Form 8-A because no other securities of the Company are registered on the Nasdaq Stock Market LLC 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, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: November 4, 2021

THE REAL GOOD FOOD COMPANY, INC.

By: /s/ Gerard G. Law

Gerard G. Law

Chief Executive Officer