

STEALTH BIOTHERAPEUTICS CORP

FORM 8-A12B (Securities Registration (section 12(b)))

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Telephone	617-600-6888
CIK	0001696396
Symbol	MITO
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
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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

STEALTH BIOTHERAPEUTICS CORP

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of incorporation or organization)

Not Applicable

(I.R.S. Employer Identification No.)

c/o Intertrust Corporate Services (Cayman) Limited
190 Elgin Avenue, George Town
Grand Cayman
KY1-9005 Cayman Islands
(Address of principal executive offices)

Not Applicable
(Zip Code)

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
American Depositary Shares, each representing 12 ordinary shares, \$0.0003 par value per share	The Nasdaq Stock Market LLC
Ordinary shares, \$0.0003 par value per share	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), 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), check the following box.

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

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **333-229097**

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

* Not for trading, but only in connection with the listing of the American Depositary Shares on The Nasdaq Stock Market LLC. The American Depositary Shares represent the right to receive ordinary shares and are being registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6. Accordingly, the American Depositary Shares are exempt from the operation of Section 12(a) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12a-8 thereunder.

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

Stealth BioTherapeutics Corp (the "Registrant") hereby incorporates by reference (a) the description of its ordinary shares, \$0.0003 par value per share, to be registered hereunder under the heading "Description of Share Capital and Articles of Association," (b) the description of its American Depositary Shares, each representing 12 ordinary shares, \$0.0003 par value per share, to be registered hereunder under the heading "Description of American Depositary Shares" and (c) the information set forth under the heading "Taxation," in each case, in the Registrant's Registration Statement on Form F-1 (File No. 333-229097), as originally filed with the Securities and Exchange Commission (the "Commission") on December 28, 2018, as amended from time to time (the "Registration Statement"), and any prospectus that constitutes part of the Registration Statement and that is subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which information shall be deemed to be 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 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 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.

STEALTH BIOTHERAPEUTICS CORP

By: /s/ Henry H. Hess

Name: Henry H. Hess

Title: Authorized Signatory

Dated: February 12, 2019