
**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**

Vivid Seats Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

86-3355184
(I.R.S. Employer Identification No.)

**111 N. Canal Street
Suite 800
Chicago, Illinois**
(Address of principal executive offices)

60606
(Zip Code)

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

**Title for each class
to be so registered**
Class A common stock, par value \$0.0001 per share
Warrants, each whole warrant exercisable to purchase one share of
Class A common stock at an exercise price of \$11.50 per share

**Name of each exchange on which
each class is to be registered**
The Nasdaq Stock Market LLC
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), 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:
(if applicable)**

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

Explanatory Note

This Registration Statement on Form 8-A is being filed by Vivid Seats Inc. (the “Company”) with the U.S. Securities and Exchange Commission (the “SEC”) in connection with the transfer of the listing of the Company’s Class A common stock, par value \$0.0001 per share (“Company Common Stock”), and its warrants to purchase shares of Company Common Stock (the “Company Warrants”) to The Nasdaq Stock Market LLC.

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

The securities to be registered hereby are the Company Common Stock and Company Warrants.

The description of the Company Common Stock and the Company Warrants registered hereunder are set forth under the heading “Description of Vivid Seats PubCo Securities” in the definitive proxy statement / prospectus, dated as of September 23, 2021 (File No. 333-256575) and filed with the SEC on September 25, 2021 and is incorporated herein by reference.

Item 2. Exhibits.

In accordance with 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, thereunto duly authorized.

Date: October 18, 2021

Vivid Seats Inc.

By: /s/ Lawrence Fey

Name: Lawrence Fey

Title: Chief Financial Officer