

Zovio Inc
Form 8-A12B
April 12, 2019

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

ZOVIO INC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
8620 Spectrum Center Blvd.,
San Diego, CA

59-3551629
(IRS Employer
Identification No.)
92123

(Address of principal executive offices)

(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
Common Stock, par value \$0.01 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: Not Applicable.

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

Explanatory Note

This Registration Statement on Form 8-A is being filed by Zovio Inc, a Delaware corporation formerly known as Bridgepoint Education, Inc. (the Registrant), in connection with the registration of its Common Stock, par value \$0.01 per share, under Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the transfer of the listing of its Common Stock to the Nasdaq Global Select Market of The Nasdaq Stock Market LLC. The Common Stock had previously been registered and listed on the New York Stock Exchange under Section 12(b) of the Exchange Act.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The description of Common Stock, par value \$0.01 per share, of the Registrant, contained in the section entitled Description of Capital Stock in the prospectus included in the Registrant's Registration Statement on Form S-1 (File No. 333-156408), initially filed with the Securities and Exchange Commission on December 22, 2008, as amended from time to time (the Registration Statement), is hereby incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also 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.

Zovio Inc

By: /s/ Diane Thompson

Name: Diane Thompson

Title: Executive Vice President, Secretary and General Counsel

Date: April 12, 2019