

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR 12(G) OF THE  
SECURITIES EXCHANGE ACT**

**TH International Limited**  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**Cayman Islands**  
(State or other jurisdiction of incorporation or  
organization)

**Not Applicable**  
(IRS Employer Identification No.)

**2501 Central Plaza**  
**227 Huangpi North Road**  
**Shanghai, People's Republic of China, 200003**  
(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**  
**Class A ordinary shares, par value \$0.0001 per share**  
**Warrants, each whole warrant exercisable for one Class A ordinary**  
**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) 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 registration statement file number to which this form relates: **333-259743**

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

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

The securities to be registered hereby are the Class A ordinary shares, par value \$0.0001 per share, of TH International Limited (the "Class A Ordinary Shares") and public warrants to purchase Class A Ordinary Shares (the "Warrants"). The description of the Class A Ordinary Shares and Warrants contained under the heading "Description of THIL's Share Capital and Articles of Association" in the proxy statement/prospectus forming a part of the Registration Statement on Form F-4, as originally filed with the Securities and Exchange Commission on September 23, 2021, as amended from time to time (Registration No. 333- 259743) (the "Registration Statement") to which this Form 8-A relates is incorporated herein by reference. 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.

The Class A Ordinary Shares and the Warrants to be registered hereunder have been approved for listing on The Nasdaq Stock Market LLC ("Nasdaq") under the symbols "THCH" and "THCHW", respectively.

**Item 2. Exhibits**

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed herewith or incorporated by reference herein because no other securities of the registrant are registered on Nasdaq and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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**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.

**TH International Limited**

Dated: September 28, 2022

By: /s/ Yongchen Lu

Name: Yongchen Lu

Title: Chief Executive Officer

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