
**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**

Rain Therapeutics Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation or Organization)

8000 Jarvis Avenue, Suite 204, Newark, CA
(Address of Principal Executive Offices)

82-1130967
(I.R.S. Employer Identification No.)

94560
(Zip Code)

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

Title of Each Class
to be so Registered
Common Stock, par value \$0.001 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), 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:
333-254998**

**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 shares of common stock, par value \$0.001 per share (the "Common Stock"), of Rain Therapeutics Inc. (the "Registrant"). The information required by this Item 1 is incorporated herein by reference to the information set forth under the heading "Description of Capital Stock" contained in the Registrant's Registration Statement on Form S-1 (File No. 333-254998) initially filed with the U.S. Securities and Exchange Commission on April 2, 2021 (as amended from time to time, the "Registration Statement"). The description of the Common Stock included in any form of prospectus subsequently filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, that constitutes part of the Registration Statement, shall also be deemed to be incorporated herein by reference.

Item 2. Exhibits

In accordance with the "Instructions as to Exhibits" section of 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 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 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.

Rain Therapeutics Inc.

By: /s/ Avanish Vellanki

Name: Avanish Vellanki

Title: *Chief Executive Officer*

Date: April 20, 2021