

Nile Therapeutics, Inc.  
Form 8-A12B  
May 09, 2008

**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**

**NILE THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation

or organization)

**88-0363465**  
(I.R.S. Employer

Identification No.)

**115 Sansome Street, Suite #310**

**San Francisco, California**  
(Address of principal executive offices)

**94104**  
(Zip code)

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

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
Common Stock, par value \$0.001 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), please check the following box.  Securities Act registration statement file number to which this form relates: 333-146843

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 to be registered pursuant to Section 12(g) of the Act: Not Applicable

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

The description of the Common Stock of Nile Therapeutics, Inc. (the Registrant) set forth under the caption Description of Securities in the Registrant's Registration Statement on Form SB-2 (File No. 333-146843) as originally filed with the Securities and Exchange Commission on October 22, 2007, and as subsequently amended on November 2, 2007 (the Registration Statement), and in the prospectus included in the Registration Statement, is hereby incorporated by reference in response to this item.

**Item 2. Exhibits.**

Because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC, and the securities being registered by this Form 8-A are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, no exhibits are required to be filed with this Form 8-A.

**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.

Date: May 9, 2008

NILE THERAPEUTICS, INC.

By: /s/ Peter M. Strumph  
Name: Peter M. Strumph  
Title: Chief Executive Officer