

National General Holdings Corp.  
Form 8-A12B  
June 20, 2014

**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**

**NATIONAL GENERAL HOLDINGS CORP.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or incorporation or organization)**

**27-1046208**  
**(IRS Employer Identification No.)**

**59 Maiden Lane, 38<sup>th</sup> Floor, New York, New York**  
**(Address of principal executive offices)**

**10038**  
**(Zip Code)**

**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>
<b>National General Holdings Corp. Fixed Rate Non-Cumulative Preferred Stock, Series A</b>	<b>The NASDAQ Stock Market LLC</b>

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), 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), check the following box.

**Securities Act registration file number to which this form relates:**

**001-36311**

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

**None**

**(Title of Class)**

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

The securities to be registered hereby are the Fixed Rate Non-Cumulative Preferred Stock, Series A, par value \$0.01 per share and liquidation preference \$25 per share (the Preferred Stock) of National General Holdings Corp. (the Company). For a description of the Preferred Stock, reference is made to the information set forth under the heading Description of the Series A Preferred Stock in the Company's Prospectus, dated June 17, 2014, which constitutes a part of the Company's Registration Statement on Form S-1 (File No. 333-196326), filed under the Securities Act of 1933, as amended, which information is hereby incorporated herein by reference.

**Item 2. Exhibits.**

Exhibit No.	Description
3.1	Second Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (No. 333-190454) filed on August 7, 2013).
3.2	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1 (No. 333-190454) filed on August 7, 2013).
3.3	Form of Certificate of Designations of Fixed Rate Non-Cumulative Preferred Stock, Series A (incorporated by reference to Exhibit 3.3 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (No. 333-196326) filed on June 13, 2014).
4.1	Form of Stock Certificate of the Company Representing Fixed Rate Non-Cumulative Preferred Stock, Series A (incorporated by reference to Exhibit 4.2 to Amendment No. 1 to the Company's Registration Statement on Form S-1 (No. 333-196326) filed on June 13, 2014).

SIGNATURES

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 hereunto duly authorized.

Date June 20, 2014

National General Holdings Corp.  
(Registrant)

/s/ Jeffrey Weissmann  
Jeffrey Weissmann  
General Counsel and Secretary