

Goodman Global Inc  
Form 8-A12B  
April 03, 2006

As filed with the Securities and Exchange Commission on April 3, 2006

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

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**Goodman Global, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**20-1932219**  
(I.R.S. Employer

Identification Number)

**2550 North Loop West, Suite 400**

**Houston, Texas 77092**

(Address, including Zip Code, of Registrant s

Principal Executive Offices)

Copies to:

**Gregory A. Ezring, Esq.**

**Latham & Watkins LLP**

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885 Third Avenue

Suite 1000

New York, New York 10022

(212) 906-1200

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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

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

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**Securities Act registration statement file number to which this form relates: 333-131597**

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

<b>Title of each</b>	<b>Name of each exchange on which each</b>
<b>class to be so registered</b> Common Stock, \$0.01 par value	<b>class is to be registered</b> New York Stock Exchange

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**Item 1. Description Of Registrant's Securities To Be Registered.**

For a description of the securities to be registered hereunder, reference is made to the information set forth under the heading "Description of Capital Stock" in the Registrant's Prospectus, which constitutes part of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-131597), filed under the Securities Act of 1933, as amended, which information is hereby incorporated herein by reference.

**Item 2. Exhibits.**

The following exhibits are filed as part of this registration statement:

- 1 Registration Statement on Form S-1 (Registration No. 333-131597), originally filed with the Commission on February 6, 2006 as amended, is incorporated herein by reference.
- 3.1 Amended and Restated Certificate of Incorporation of Registrant. Exhibit 3.1 to the Registrant's Registration Statement on Form S-1, File No. 333-131597, is incorporated herein by reference.
- 3.2 Amended and Restated By-laws of Registrant. Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, File No. 333-131597, is incorporated herein by reference.
- 4.1 Specimen Stock Certificate. Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, File No. 333-131597, is incorporated herein by reference.

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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.

Goodman Global, Inc.

Date: April 3, 2006

By: /s/ Ben Campbell  
Name: Ben Campbell  
Title: Executive Vice President  
Secretary and General Counsel