

SOFTECH INC  
Form 8-A12G  
December 23, 2011

**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**

**SOFTECH, INC.**

(Exact name of registrant as specified in its charter)

Massachusetts  
(State of incorporation  
or organization)

04-2453033  
(IRS Employer  
Identification No.)

59 Lowes Way, Suite 401, Lowell, MA  
(Address of principal executive offices)

01851  
(Zip Code)

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

Title of each class  
to be so registered  
Not Applicable

Name of each exchange on which  
each class is to be registered  
Not Applicable

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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.

Securities Act registration statement file number to which this form relates: 333-174818

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

**Common Stock, par value \$.10 per share**  
(Title of Class)

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**Item 1.**

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

The description under the heading "Description of Capital Stock" relating to the Registrant's Common Stock, par value \$.10 per share, in the prospectus included in the Registrant's Registration Statement on Form S-1 (File No. 333-174818), as amended (the "Registration Statement"), filed under the Securities Act of 1933, as amended (the "Securities Act"), with the Securities and Exchange Commission (the "Commission") is incorporated herein by reference. Any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act that constitutes part of the Registration Statement shall be deemed to be incorporated herein by reference.

**Item 2.**

**Exhibits.**

<b>Exhibit No.</b>	<b>Description of Document</b>
3.1	Articles of Organization, as amended through October 12, 1988 (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 29, 2008, filed on April 14, 2008).
3.1.1	Articles of Amendment to Articles of Organization, dated April 15, 2011 (incorporated by reference to Exhibit 3.1.1 to the Company's Registration Statement on Form S-1, filed on June 9, 2011).
3.1.2	Articles of Amendment to Articles of Organization, effective June 7, 2011 (incorporated by reference to Exhibit 3.1.2 to the Company's Registration Statement on Form S-1, filed on June 9, 2011).
3.2	By-laws (incorporated by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 29, 2008, filed on April 14, 2008).

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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.

SOFTECH, INC.

Date: December 23, 2011

By: */s/ Joseph P. Mullaney*  
Joseph P. Mullaney  
President and Chief Executive Officer

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**Exhibit Index.**

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