

Great American Group, Inc.  
Form 8-A12G  
June 16, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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

GREAT AMERICAN GROUP, INC

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State of Incorporation or  
Organization)

27-0223495  
(I.R.S. Employer Identification No.)

21860 Burbank Boulevard  
Suite 300 South  
Woodland Hills, CA  
(Address of Principal Executive  
Offices)

91367  
(Zip Code)

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 statement file number to which this form relates: 333-159644.

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

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to Be Registered

None

None

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

Common Stock, par value \$0.0001 per share  
(Title of Class)



INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

A description of the Common Stock, par value \$0.0001 per share ("Common Stock"), of Great American Group, Inc., a Delaware corporation ("Great American Group"), to be registered hereunder is contained under the caption "Description of Company Securities" in the Proxy Statement/Prospectus which constitutes part of Great American Group's Registration Statement on Form S-4 (File No. 333-159644) initially filed with the Securities and Exchange Commission on June 1, 2009, as amended from time to time, and is incorporated herein by reference.

Item 2. Exhibits.

The documents listed below are filed as exhibits to this Registration Statement.

Exhibit Number	Exhibit Title
3.1(1)	Certificate of Incorporation of Great American Group, Inc.
3.2(1)	Bylaws of Great American Group, Inc.
4.1(1)	Specimen Common Stock Certificate

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(1) Incorporated by reference to Great American Group's Registration Statement on Form S-4 (File No. 333-159644).

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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, thereunto duly authorized.

GREAT AMERICAN GROUP, INC.

Dated: June 16, 2010

By: /s/ Paul S. Erickson  
Name: Paul S. Erickson  
Title: Chief Financial Officer

EXHIBIT INDEX

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