

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

22ND CENTURY GROUP, INC.

(Exact name of registrant as specified in its charter)

Nevada  
(State of incorporation  
or organization)

98-0468420  
(IRS Employer  
Identification No.)

500 Seneca Street, Suite 507, Buffalo, New York  
(Address of principal executive offices)

14204  
(Zip Code)

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

Title of each class to be so registered  
Common Stock, par value \$0.00001

Name of each exchange on which each class is to be registered  
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), 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: Not applicable

Securities to be registered pursuant to Section 12(g) of the Act: None

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

The description of the common stock is incorporated by reference to the information set forth under the heading "Description of Securities" contained in the Registrant's Registration Statement on Form S-1 (Registration No. 333-186449) under the Securities Act of 1933, as amended, as filed with the Securities and Exchange Commission (the "Commission") on March 29, 2013.

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, thereunto duly authorized.

**22ND CENTURY GROUP, INC.**

By: /s/ James A. Mish  
James A. Mish  
Chief Executive Officer

Date: August 12, 2021