

Performant Financial Corp  
Form 8-A12B  
August 08, 2012

**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 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Performant Financial Corporation**

(Exact name of registrant as specified in its charter)

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

333 North Canyons Parkway

Livermore, California

**20-0484934**  
(I.R.S. Employer Identification No.)

94551

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(Address of principal executive offices)

(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>
Common Stock, \$0.0001 par value per share	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: **333-182529**

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

**Not applicable**

(Title of class)

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

A description of the common stock, par value \$0.0001 per share (the Common Stock), of Performant Financial Corporation, a Delaware corporation (the Registrant), to be registered hereunder is contained in the section entitled Description of capital stock in the prospectus included in the Registrant's Form S-1 Registration Statement (File No. 333-182529), initially filed with the Securities and Exchange Commission on July 3, 2012, as amended from time to time (the Registration Statement), and is incorporated herein by reference. In addition, a description of the Common Stock will be included in a prospectus to be subsequently filed by the Registrant pursuant to Rule 424(b) of the Securities Act of 1933, as amended, relating to the Registration Statement, and such prospectus is incorporated herein by reference.

The Common Stock to be registered hereunder has been approved for listing on the NASDAQ Global Select Market of The NASDAQ Stock Market LLC under the symbol PFMT.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**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.

**Performant Financial Corporation**

Dated: August 7, 2012

By /s/ Hakan Orvell

Hakan Orvell  
Chief Financial Officer