Alternative Energy Partners, Inc. Form 8-A12G April 04, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 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

ALTERNATIVE ENERGY PARTNERS, INC. (Name of registrant as specified in its charter)

Florida (State or Other Jurisdiction of Incorporation or Organization) 26-2862564 (I.R.S. Employer

Identification No.)

Exchange Act and is effective upon filing

1365 N. Courtenay Parkway, Suite A Merritt Island, Florida 332953 (Address of Principal Executive Offices and Zip Code)

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

If this form relates to the registration of a class of

If this form related to the registration of a class of

Securities pursuant to Section 12(b) of the Exchange securities pursuant to Section 12(g) of the Act and is effective pursuant to General Instruction

A.(c), please check the following box. pursuant to General Instruction A.(d), please

[] check the following box.

]X]

Securities Act registration to which this form relates:

_333-154894_____

(If applicable)

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

Common stock, \$0.001 par value per share

(Title of Class)

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

Alternative Energy Partners, Inc. (the "Registrant") hereby incorporates by reference the description of its common stock to be registered hereunder in the section captioned "Description of Securities" in the Registrant's Registration Statement on Form S-1 (File No. 333-154894), as originally filed with the U.S. Securities and Exchange Commission (the "Commission") on October 31, 2008 (the "Registration Statement") and in the prospectus included in the Registration Statement filed separately with the Commission on November 18, 2008.

Item 2.	Exhibits	
Exhibit #	Description	Reference
3.1	Articles of Incorporation	Incorporated herein by reference to
		Exhibit 3.1 to our Form S-1 filed on
		October 31, 2008
3.1.1	Amendment to Articles of	Incorporated herein by reference to
	Incorporation dated July 20, 2010	Exhibit 3.1.1 to our Form 10-K filed
		on November 15, 2010.
3.1.2	Amendment to Articles of	Filed herewith.
	Incorporation dated February 25,	
	2011.	

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.

April 4, 2011

ALTERNATIVE ENERGY PARTNERS, INC.

By: /s/ Gary Reed Gary Reed, Chairman