

International Coal Group, Inc.

Form 8-A12B

November 18, 2005

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**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**  
**International Coal Group, Inc.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**

**20-2641185**

(State of incorporation or organization)

(I.R.S. Employer  
Identification No.)

**2000 Ashland Drive**  
**Ashland, Kentucky 41101**

(Address of Principal Executive Offices Including 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.(c), check the following box.

Securities Act registration statement file number to which this form relates: **Registration No. 333-124393**

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:

**Common Stock, par value \$0.01 per share**

**New York Stock Exchange, Inc.**

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

**None**

(Title of Class)

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

For a description of the securities to be registered hereunder, reference is made to the information under the heading "Description of Capital Stock" contained in the Registrant's Registration Statement on Form S-4 (File No. 333-126156), as amended from time to time, filed with the Securities and Exchange Commission under the Securities Act of 1933, which information is hereby incorporated by reference.

**Item 2. Exhibits.**

The following exhibits are filed as part of this registration statement on Form 8-A.

1. Form of Second Amended and Restated Certificate of Incorporation, which is incorporated by reference to Exhibit 3.3 to the Registration Statement on Form S-1 (File No. 333-124393) of the Registrant filed with the Securities and Exchange Commission on September 28, 2005.
  2. Form of Second Amended and Restated By-laws, which are incorporated by reference to Exhibit 3.4 to the Registration Statement on Form S-1 (File No. 333-124393) of the Registrant filed with the Securities and Exchange Commission on November 9, 2005.
  3. Form of certificate for shares of common stock, which is incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-1 (File No. 333-124393) of the Registrant filed with the Securities and Exchange Commission on September 28, 2005.
  4. Registration Rights Agreement by and between International Coal Group, Inc., WLR Recovery Fund II, L.P., Contrarian Capital Management LLC, Värde Partners, Inc., Greenlight Capital, Inc., and Stark Trading, Sheperd International Coal Holdings Inc., which is incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-1 (File No. 333-124393) of the Registrant filed with the Securities and Exchange Commission on June 15, 2005.
  5. Form of Registration Rights Agreement between International Coal Group, Inc. and certain former Anker stockholders and CoalQuest members, which is incorporated by reference to Exhibit 4.4 to the Registration Statement on Form S-1 (File No. 333-124393) of the Registrant filed with the Securities and Exchange Commission on June 30, 2005.
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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.

Date: November 18, 2005

**INTERNATIONAL COAL GROUP, INC.**

By: /s/ Bennett K. Hatfield

Name: Bennett K. Hatfield

Title: President, Chief Executive Officer  
and Director