

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

**Transphorm, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**82-1858829**

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

**75 Castilian Drive  
Goleta, CA 93117**

(Address of principal executive offices, including 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 \$0.0001 per share**

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) or (e), 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) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **Not applicable**

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

**None**

## EXPLANATORY NOTE

Transphorm, Inc. (the “Registrant”) is filing this Registration Statement on Form 8-A in connection with the transfer of the listing of its common stock, par value \$0.0001 per share (the “Common Stock”) from the OTC Markets Group, Inc. (the “OTC Markets”) to The Nasdaq Stock Market LLC. The Registrant’s Common Stock is currently quoted on the OTC Markets OTCQX electronic quotation system under the symbol “TGAN”.

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

The description of the Registrant’s Common Stock under the heading “Description of Capital Stock” in the Registrant’s prospectus forming part of its Registration Statement on Form S-3 (File No. 333-261475), as initially filed with the Securities and Exchange Commission (the “SEC”) on December 17, 2021, as thereafter amended and supplemented from time to time (the “Registration Statement”) is incorporated by reference herein. In addition, all of the above-referenced descriptions included in any prospectus relating to the Registration Statement filed with the SEC pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

### **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.

**Transphorm, Inc.**

Date: February 18, 2022

By: /s/ Cameron McAulay

Cameron McAulay

Chief Financial Officer