

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

**Richtech Robotics Inc. (Exact name of registrant as specified in its charter)**

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**4175 Cameron St Ste 1, Las Vegas, NV**  
(Address of principal executive offices)

**88-2870106**

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

**89103**

(Zip Code)

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

**Title of each class  
to be registered**

**Name of each exchange on which  
each class is to be registered**

**Shares of Class B Common Stock, \$0.00001 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) 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: 333-273628

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

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

The securities to be registered hereby are the shares of Class B common stock of Richtech Robotics Inc. (the "**Company**"). The description of the Class B common stock contained in the section entitled "Description of Capital Stock" in the prospectus included in the Company's Registration Statement on Form S-1 (File No. 333-273628) filed with the U.S. Securities and Exchange Commission on August 3, 2023, as amended from time to time (the "**Registration Statement**"), to which this Form 8-A relates, is incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that is subsequently filed is also incorporated by reference herein.

**Item 2. Exhibits.**

Pursuant to the instructions for Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Company 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.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Company has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

**RICHTECH ROBOTICS INC.**

By: /s/ Zhenwu Huang  
Zhenwu Huang  
Chief Executive Officer

Dated: November 13, 2023

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