
**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**

BIGBEAR.AI HOLDINGS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of incorporation or organization)

85-4164597
(IRS Employer Identification No.)

6811 Benjamin Franklin Drive, Suite 200
Columbia, MD
(Address of principal executive offices)

21046
(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
**Redeemable warrants, each full warrant exercisable for one share of
common stock at an exercise price of \$11.50 per share**

Name of exchange on which
each class is to be registered
The New York Stock Exchange

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), please 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), please check the following box.

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

None

(Title of Class)

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

This registration statement on Form 8-A is being filed with the U.S. Securities and Exchange Commission (the "SEC") in connection with the transfer of the listing of the shares of common stock of BigBear.ai Holdings, Inc., par value \$0.0001 per share (the "Common Stock"), and warrants, each exercisable for one share of Common Stock at an exercise price of \$11.50 per share (the "Warrants"), from The Nasdaq Capital Market to the New York Stock Exchange, in connection with the business combination between BigBear.ai Holdings, Inc. (f/k/a GigCalital4, Inc.), a Delaware corporation and BigBear.ai Holdings, LLC, a Delaware limited liability company. The transfer of listing is to occur at the opening of trading on December 8, 2021. The description of the Common Stock and a description of the Warrants is set forth under the heading "Description of Securities" in the BigBear.ai Holdings, Inc. (f/k/a GigCalital4, Inc.) prospectus forming part of its Registration Statement on Form S-1 (File No. 333-221581), originally filed with the SEC on January 22, 2021 as thereafter amended and supplemented from time to time (the "Registration Statement") to which this Form 8-A relates, and which is incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

Item 2. Exhibits.

Under 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 New York Stock Exchange 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.

GIGCAPITAL4, INC.

By: /s/ Dr. Reginald Brothers

Name: Dr. Reginald Brothers

Title: Chief Executive Officer

Date: December 7, 2021