

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

GREENROSE ACQUISITION CORP

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation or Organization)

1000 Woodbury Road, Suite #212
Woodbury, NY
(Address of Principal Executive Offices)

84-2845696
(I.R.S. Employer Identification No.)

11797
(Zip Code)

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

**Units, each consisting of one share of common stock and one
redeemable warrant**

The Nasdaq Stock Market LLC

Common stock, par value \$0.0001

The Nasdaq Stock Market LLC

**Redeemable warrants, exercisable for shares of common stock at
an exercise price of \$11.50 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: 333-235724 (if applicable)

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

The securities to be registered hereby are the units, common stock and redeemable warrants of Greenrose Acquisition Corp. (the "Registrant"). The description of the units, common stock and warrants contained under the heading "Description of Securities" in the registration statement initially filed with the Securities and Exchange Commission on December 27, 2019 (File No. 333-235724) (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 are subsequently filed are hereby also incorporated by reference herein.

Item 2. Exhibits

- 3.1 [Certificate of Incorporation \(included in the Registrant's Registration Statement on Form S-1 \(File No. 333-235724\) filed on December 27, 2019\)](#)
- 3.2 [Amended and Restated Certificate of Incorporation \(included in Amendment No. 2 to the Registrant's Registration Statement on Form S-1 \(File No. 333-235724\) filed on January 31, 2020\)](#)
- 3.3 [Bylaws \(included in the Registrant's Registration Statement on Form S-1 \(File No. 333-235724\) filed on December 27, 2019\)](#)
- 4.1 [Specimen Unit Certificate \(included in Amendment No. 2 to the Registrant's Registration Statement on Form S-1 \(File No. 333-235724\) filed on January 31, 2020\)](#)
- 4.2 [Specimen Common Certificate \(included in the Registrant's Registration Statement on Form S-1 \(File No. 333-235724\) filed on December 27, 2019\)](#)
- 4.3 [Specimen Warrant Certificate \(included in Amendment No. 2 to the Registrant's Registration Statement on Form S-1 \(File No. 333-235724\) filed on January 31, 2020\)](#)
- 4.4 [Form of Warrant Agreement between Continental Stock Transfer and Trust Company and the Registrant \(included in Amendment No. 2 to the Registrant's Registration Statement on Form S-1 \(File No. 333-235724\) filed on January 31, 2020\)](#)
- 10.1 [Form of Investment Management Trust Agreement between Continental Stock Transfer and Trust Company and the Registrant \(included in Amendment No. 2 to the Registrant's Registration Statement on Form S-1 \(File No. 333-235724\) filed on January 31, 2020\)](#)
- 10.2 [Form of Registration Rights Agreement \(included in Amendment No. 2 to the Registrant's Registration Statement on Form S-1 \(File No. 333-235724\) filed on January 31, 2020\)](#)

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.

GREENROSE ACQUISITION CORP.

Date: February 6, 2020

By: /s/ William F. Harley III
William F. Harley III
Chief Executive Officer