
**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**

Ascendant Digital Acquisition Corp.

(Exact name of registrant as specified in its charter)

Cayman Islands
(State of incorporation or organization)

N/A
(I.R.S. Employer Identification No.)

**667 Madison Avenue
5th Floor
New York, New York**
(Address of Principal Executive Offices)

10065
(Zip Code)

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

**Title of each class
to be so registered**
**Units, each consisting of one Class A ordinary
share and one-half of one redeemable warrant**

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

Class A ordinary shares, par value \$0.0001 per share

The New York Stock Exchange

**Warrants, each whole warrant exercisable for one Class A ordinary
share at an exercise price of \$11.50 per share**

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) 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: 333-239623

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

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

The securities to be registered hereby are the units, Class A ordinary shares, par value \$0.0001 per share, and warrants to purchase Class A ordinary shares of Ascendant Digital Acquisition Corp. (the "Registrant"). The description of the units, Class A ordinary shares and warrants set forth under the heading "Description of Securities" in the Registrant's prospectus forming a part of its Registration Statement on Form S-1 (File No. 333-239623), originally filed with the U.S. Securities and Exchange Commission on July 2, 2020, as thereafter amended and supplemented from time to time (the "Registration Statement"), to which this Form 8-A relates 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.

The following exhibits have been filed as exhibits to the Registration Statement and are incorporated herein by reference:

- 3.1 [Memorandum and Articles of Association, adopted by special resolution dated February 11, 2020 \(Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 \(File No. 333-239623\), filed with the U.S. Securities and Exchange Commission on July 2, 2020\).](#)
- 3.2 [Form of Amended and Restated Memorandum and Articles of Association \(Incorporated by reference to Exhibit 3.2 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 \(File No. 333-239623\), filed with the U.S. Securities and Exchange Commission on July 14, 2020\).](#)
- 4.1 [Specimen Unit Certificate \(Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 \(File No. 333-239623\), filed with the U.S. Securities and Exchange Commission on July 2, 2020\).](#)
- 4.2 [Specimen Ordinary Share Certificate \(Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 \(File No. 333-239623\), filed with the U.S. Securities and Exchange Commission on July 2, 2020\).](#)
- 4.3 [Specimen Warrant Certificate \(Incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-1 \(File No. 333-239623\), filed with the U.S. Securities and Exchange Commission on July 2, 2020\).](#)
- 4.4 [Form of Warrant Agreement between Continental Stock Transfer & Trust Company and the Registrant \(Incorporated by reference to Exhibit 4.4 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 \(File No. 333-239623\), filed with the U.S. Securities and Exchange Commission on July 14, 2020\).](#)
- 10.1 [Form of Investment Management Trust Agreement between Continental Stock Transfer & Trust Company and the Registrant \(Incorporated by reference to Exhibit 10.2 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 \(File No. 333-239623\), filed with the U.S. Securities and Exchange Commission on July 14, 2020\).](#)
- 10.2 [Form of Registration Rights Agreement among the Registrant, Ascendant Sponsor LP and the Holders signatory thereto \(Incorporated by reference to Exhibit 10.3 to the Registrant's Amendment No. 1 to Registration Statement on Form S-1 \(File No. 333-239623\), filed with the U.S. Securities and Exchange Commission on July 14, 2020\).](#)

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ASCENDANT DIGITAL ACQUISITION CORP.

Date: July 23, 2020

By: /s/ Mark Gerhard

Name: Mark Gerhard

Title: Chief Executive Officer