
U.S. 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**

LILIUM B.V.

(Exact Name of Registrant as Specified in Its Charter)

The Netherlands

(State or other jurisdiction of incorporation or organization)

Not Applicable

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

Rhijnspoorplein 10, 1018TX Amsterdam, The Netherlands

(Address of principal executive offices)

1018TX

(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**

**Ordinary Shares A, nominal value €0.12 per share
Public Warrants to purchase Ordinary Shares A**

**The Nasdaq Stock Market LLC
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 file number to which this form relates:

**333-255800
(If applicable)**

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

**N/A
(Title of Class)**

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

Lilium B.V. (the “Registrant”) hereby incorporates by reference the descriptions of its ordinary shares A, nominal value €0.12 per share (the “Holdco Class A Shares”), and public warrants to purchase Holdco Class A Shares (the “Holdco Public Warrants”) to be registered hereunder contained under the section [“Description of Holdco Securities” in the Registration Statement on Form F-4 of the Registrant \(File No. 333-255800\), as originally filed with the Securities and Exchange Commission \(the “Commission\) on May 5, 2021](#), as subsequently amended from time to time (the “Registration Statement”), to which this Form 8-A relates. In addition, the above-referenced descriptions included in any proxy statement/prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

The Holdco Class A Shares and Holdco Public Warrants to be registered hereunder have been approved for listing on the Nasdaq Stock Market LLC (“Nasdaq”) under the symbols “LILM” and “LILMW”, respectively.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed herewith or incorporated by reference hereby, because no other securities of the Registrant are registered on Nasdaq and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

SIGNATURE

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

LILIUM B.V.

By: /s/ Barry Engle
Barry Engle
Chief Executive Officer

Dated: August 11, 2021