
**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**

HS SPINCO, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or
organization)

135 Duryea Road
Melville, New York
(Address of principal executive
offices)

83-1448706
(IRS Employer Identification
No.)

11747
(Zip Code)

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

Title of each class to be so registered
Common Stock, \$0.01 par value per share

**Name of each exchange on which each class
is to be registered**
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: 333-229026

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 description of the common stock, par value \$0.01 per share, of HS Spinco, Inc. (the "Registrant"), as included under the caption "Description of Capital Stock" in the prospectus forming a part of the Registration Statement on Form S-4/S-1, as originally filed with the Securities and Exchange Commission (the "Commission") on December 26, 2018 (Registration No. 333-229026), including exhibits, and as may be subsequently amended from time to time (the "Registration Statement"), is hereby incorporated by reference. In addition, any additional description of the common stock included in a 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.

Item 2. Exhibits.

None.

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, thereunto duly authorized.

HS SPINCO, INC

Date: February 1, 2019

By: /s/ Steven Paladino

Name: Steven Paladino

Title: President, Treasurer and Chief Financial Officer