

Seritage Growth Properties  
Form 8-A12B/A  
June 12, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-A/A**  
**(Amendment No. 1)**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Seritage Growth Properties**  
**(Exact Name of Registrant as Specified in its Charter)**

**Maryland**  
**(State of Incorporation or Organization)**

**3333 Beverly Road**  
**Hoffman Estates, Illinois**  
**(Address of Principal Executive Offices)**

**47-3451276**  
**(I.R.S. Employer Identification No.)**

**60179**  
**(Zip Code)**

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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), check the following box.  x

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), check the following box.  "

**Securities Act registration statement file number to which this form relates: 333-203163**

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

<b>Title of Each Class to be so Registered</b>	<b>Name of Each Exchange on Which Each Class is to be Registered</b>
<b>Class A common shares of beneficial interest, par value \$0.01 per share</b>	<b>New York Stock Exchange</b>

**Securities to be registered pursuant to Section 12(g) of the Act: None**

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

This Amendment No. 1 on Form 8-A/A amends and restates in its entirety the Registration Statement on Form 8-A filed by Seritage Growth Properties, a Maryland real estate investment trust (the Registrant), with the Securities and Exchange Commission on June 8, 2015.

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

The securities to be registered hereby consist of Class A common shares of beneficial interest, par value \$0.01 per share (Common Shares), of the Registrant.

The Registrant hereby incorporates by reference the description of its Common Shares to be registered hereunder contained under the heading "Description of Shares of Beneficial Interest" in the Registrant's Registration Statement on Form S-11 (file No. 333-203163), initially filed with the Securities and Exchange Commission on April 1, 2015, as amended from time to time thereafter.

The Registrant's Common Shares to be registered hereunder have been approved for listing on The New York Stock Exchange under the symbol SRG.

### **Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement 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.

**Seritage Growth Properties**

Date: June 11, 2015

By: /s/ Benjamin Schall

Name: Benjamin Schall

Title: Chief Executive Officer and President