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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 8-A

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

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### SMART Global Holdings, Inc.

(Exact Name of Registrant as Specified in Its Charter)

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**Cayman Islands**  
(State of Incorporation or Organization)

**98-1013909**  
(I.R.S. Employer Identification No.)

**c/o Maples Corporate Services Limited**  
**P.O. Box 309**  
**Ugland House**  
**Grand Cayman**  
**KY1-1104**  
**Cayman Islands**  
(Address of Principal Executive Offices and Zip Code)

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

**Title of Each Class**  
**to be so Registered**  
**Ordinary shares, par value \$0.03 per share**

**Name of Each Exchange on Which**  
**Each Class is to be Registered**  
**The NASDAQ Stock Market LLC**

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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), please 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), please check the following box. ☐

Securities Act registration statement file number to which this form relates: **333-217539**

Securities to be registered pursuant to Section 12(g) of the Act: **Not Applicable**

(Title of Class)

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

A description of the ordinary shares, par value \$0.03 per share (the "Ordinary Shares"), of SMART Global Holdings, Inc., an exempted company incorporated with limited liability under the laws of the Cayman Islands (the "Registrant") to be registered hereunder is set forth in the section titled "Description of Share Capital" in the prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-217539) as originally filed with the Securities and Exchange Commission (the "Commission") on April 28, 2017, as subsequently amended (the "Registration Statement"), and is incorporated herein by reference. In addition, a description of the Ordinary Shares will be included in a prospectus to be subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Registration Statement, and such prospectus is incorporated herein by reference.

**Item 2: Exhibits**

Pursuant to the "Instructions as to Exhibits" section of Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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**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.

SMART GLOBAL HOLDINGS, INC.

By: /s/ Iain MacKenzie

Name: Iain MacKenzie

Title: President and Chief Executive Officer, Director

Date: May 23, 2017

*[Signature page to Form 8-A]*