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

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**FORM 8-A**  
Amendment No. 2

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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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**SPI Energy Co., Ltd.**

(Exact name of registrant as specified in its charter)

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**Cayman Islands**  
(State or other jurisdiction of incorporation or organization)

**Not Applicable**  
(I.R.S. employer identification no.)

**Suite 2703, 27/F, China Resources Building  
26 Harbour Road, Wan Chai  
Hong Kong SAR, China  
Telephone: + 852 2291 6020**  
(Address of principal executive offices)

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

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

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**Ordinary shares, nominal value US\$0.000001 per share**

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**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), 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), check the following box. ☐

Securities Act registration statement file number to which this form relates: **333-204069**

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

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## INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The description of the securities to be registered is contained in a consent solicitation statement/prospectus, constituting part of the registrant's registration statement on Form F-4, as amended (File No. 333-204069) relating to such securities, filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (such consent solicitation statement/prospectus as filed pursuant to Rule 424(b), the "Prospectus"). The description of the securities contained in the Prospectus is hereby incorporated by reference into this Form 8-A. Copies of such description has been filed with The NASDAQ Stock Market LLC.

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

The securities being registered hereby are to be registered on an exchange on which no other securities of the Registrant are registered. The necessary exhibits have been supplied to The NASDAQ Stock Market LLC and are not filed with or incorporated by reference to this registration statement.

**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.

**SPI ENERGY CO., LTD.**

By: /s/ Tairan Guo  
Name: Tairan Guo  
Title: Chief Financial Officer

Dated: September 18, 2017