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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 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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**NIVALIS THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation or organization)

**20-8969493**  
(I.R.S. Employer Identification No.)

**3122 Sterling Circle, Suite 200**  
**Boulder, CO**  
(Address of principal executive offices)

**80301**  
(Zip Code)

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>
Common Stock, par value \$0.001 per share	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), 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:  
**333-204127**

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 securities to be registered hereby are shares of common stock, par value \$0.001 per share, of Nivalis Therapeutics, Inc. (the "Registrant"). The information required by this Item 1 is incorporated by reference to the information set forth under "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-204127) under the Securities Act of 1933, as amended, initially filed with the Securities and Exchange Commission on May 13, 2015, as amended (the "Registration Statement"). Such information will also appear in the Registrant's prospectus that forms a part of the Registration Statement, and such prospectus is incorporated by reference.

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

Not applicable.

**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.

Date: June 15, 2015

**Nivalis Therapeutics, Inc.**

By: /s/ R. Michael Carruthers

Name: R. Michael Carruthers

Title: Secretary and Chief Financial Officer