

SMG Indium Resources Ltd.  
Form 8-A12G  
May 04, 2011

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 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

SMG INDIUM RESOURCES LTD.

(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation or organization)

51-0662991  
(I.R.S. employer  
identification no.)

41 University Drive, Suite 400  
Newtown, Pennsylvania  
(Address of principal executive offices)

18940  
(zip code)

Securities to be registered pursuant to Section 12(b) of the Act: none.

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: 333-165930

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

Title of each class  
to be so registered

Units, each consisting of one  
share of Common Stock and  
one Warrant

Common Stock, par value  
\$.001 per share

Common Stock Purchase  
Warrants

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

A description of securities registered hereby is set forth in the registration statement on Form S-1 (Registration No. 333-165930), filed with the Securities and Exchange Commission on April 7, 2010, as amended from time to time (the "Registration Statement") and is incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that is subsequently filed is hereby also incorporated by reference herein.

Item 2. Exhibits

The following exhibits have been filed as exhibits to the Registration Statement, as amended, and are incorporated herein by reference:

EXHIBIT INDEX\*

Exhibit Number	Description
3.1	Certificate of Incorporation*
3.2	Amended and Restated Certificate of Incorporation*
3.3	Amended and Restated By-Laws*
4.1	Specimen Certificate of Unit*
4.2	Specimen Certificate of Common Stock*
4.3	Specimen Certificate of Warrant*
4.4	Form of Warrant Agreement*

\* Incorporated by reference to the corresponding exhibit of the same number filed with the 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.

SMG INDIUM RESOURCES LTD.

Dated: May 4, 2011

By: /s/ Ailon Z. Grushkin  
Name: Ailon Z. Grushkin  
Title: President

-3-

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