

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

HUMANCO ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

P.O. Box 90608

Austin, TX

(Address of principal executive offices)

85-3357217

(I.R.S. Employer Identification No.)

78709

(Zip Code)

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

**Units, each consisting of one share of Class A Common Stock, \$0.0001 par value, and one-half
of one redeemable Warrant
Class A Common Stock, par value \$0.0001 per share
Redeemable Warrants, each whole Warrant exercisable for one share of Class A Common
Stock, each at an exercise price of \$11.50 per share**

**The Nasdaq Stock Market LLC
The Nasdaq Stock Market LLC
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) or (e), 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) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates (if applicable): **333-250630**

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

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

The securities to be registered hereby are the units, Class A common stock, par value \$0.0001 per share, and redeemable warrants to purchase shares of Class A common stock of HumanCo Acquisition Corp. (the “**Company**”). The description of the units, Class A common stock and redeemable warrants contained in the section entitled “Description of Securities” in the prospectus included in the Company’s Registration Statement on Form S-1 (File No. 333-250630), originally filed with the U.S. Securities and Exchange Commission (the “**SEC**”) on November 20, 2020, as thereafter amended and supplemented from time to time (the “**Registration Statement**”), to which this Form 8-A relates, is incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that is subsequently filed is 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 No.	Description
3.1	Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant’s Registration Statement on Form S-1 (File No. 333-250630), filed with the SEC on November 20, 2020).
3.2	Form of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to the Registrant’s Registration Statement on Form S-1/A (File No. 333-250630), filed with the SEC on December 2, 2020).
3.3	Bylaws (incorporated by reference to Exhibit 3.3 to the Registrant’s Registration Statement on Form S-1 (File No. 333-250630), filed with the SEC on November 20, 2020).
4.1	Specimen Unit Certificate (incorporated by reference to Exhibit 4.1 to the Registrant’s Registration Statement on Form S-1 (File No. 333-250630), filed with the SEC on November 20, 2020).
4.2	Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.2 to the Registrant’s Registration Statement on Form S-1 (File No. 333-250630), filed with the SEC on November 20, 2020).
4.3	Specimen Warrant Certificate (incorporated by reference to Exhibit 4.3 to the Registrant’s Registration Statement on Form S-1/A (File No. 333-250630), filed with the SEC on November 27, 2020).
4.4	Form of Warrant Agreement between Continental Stock Transfer and Trust Company and the Registrant (incorporated by reference to Exhibit 4.4 to the Registrant’s Registration Statement on Form S-1/A (File No. 333-250630), filed with the SEC on November 27, 2020).
10.1	Form of Investment Management Trust Agreement between Continental Stock Transfer and Trust Company and the Registrant (incorporated by reference to Exhibit 10.2 to the Registrant’s Registration Statement on Form S-1/A (File No. 333-250630), filed with the SEC on November 27, 2020).
10.2	Form of Registration and Stockholder Rights Agreement between the Registrant and certain securityholders (incorporated by reference to Exhibit 10.6 to the Registrant’s Registration Statement on Form S-1/A (File No. 333-250630), filed with the SEC on November 27, 2020).

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.

HUMANCO ACQUISITION CORP.

By: /s/ Ross Berman

Name: Ross Berman

Title: Chief Executive Officer

Dated: December 7, 2020
