

Sientra, Inc.
Form 8-A12B
October 24, 2014

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 (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Sientra, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

20-5551000
(I.R.S. Employer Identification No.)

420 South Fairview Avenue, Suite 200

Santa Barbara, CA
(Address of principal executive offices)

93117
(Zip code)

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

| Title of each class to be so registered | Name of exchange on which each class is to be registered |
|--|---|
| Common Stock, \$0.01 par value per share | 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. x

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. o

Securities Act registration statement number to which the form relates:

333-198837

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

None

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

A description of the common stock, par value \$0.01 per share, of Sientra, Inc., a Delaware corporation (the **Registrant**), to be registered hereunder is contained in the section entitled "Description of Capital Stock" in the prospectus included in the Registrant's Registration Statement on Form S-1 (File No. 333-198837), initially filed with the Securities and Exchange Commission (the **Commission**) on September 19, 2014, as subsequently amended (the **Registration Statement**), and is incorporated herein by reference. Any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, that constitutes a part of the Registration Statement shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement or incorporated herein by reference 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.

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.

SIENTRA, INC.

Date: October 24, 2014

| | | |
|-----|----------------|--|
| By: | /s/ Joel Smith | |
| | Name: | Joel Smith |
| | Title: | General Counsel, Secretary and Chief Compliance Officer |