

First Wind Holdings Inc.
Form 8-A12B
October 27, 2010

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

FIRST WIND HOLDINGS INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State of Incorporation or Organization)

26-2583290

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

179 Lincoln Street, Suite 500

Boston, MA

(Address of Principal Executive Offices)

02111

(Zip Code)

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), please check the following box. o

Securities Act registration statement file number to which this form relates:

333-152671
(If applicable)

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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 |
|----------------------------------------------------|--------------------------------------------------------------------------|
| Class A Common Stock, par value \$0.001 per share | The NASDAQ Stock Market LLC |

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

The description under the heading "Description of Capital Stock" relating to the Registrant's Class A Common Stock, \$0.001 par value per share (the "Common Stock"), of First Wind Holdings Inc. (the "Registrant") in the Prospectus included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-152671) filed with the Securities and Exchange Commission on July 31, 2008, as amended, and the description under the heading "Description of Capital Stock" relating to the Common Stock in the Registrant's final Prospectus to be filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, are incorporated herein by reference.

Item 2: Exhibits

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed 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, thereto duly authorized.

First Wind Holdings Inc.

| | | |
|-----|-------------------------|------------------------------------------------------------|
| By: | /s/ Paul H. Wilson, Jr. | |
| | Name: | Paul H. Wilson, Jr. |
| | Title: | Executive Vice President, General Counsel and Secretary |

Date: October 27, 2010