

**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**

**ASSET ENTITIES INC.**

(Exact name of registrant as specified in its charter)

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

**88-1293236**  
(I.R.S. Employer Identification No.)

**100 Crescent Ct, 7th Floor  
Dallas, TX 75201  
(214) 459-3117**  
(Address of principal executive offices, including 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>
<b>Class B Common Stock, \$0.0001 par value per share</b>	<b>The Nasdaq Stock Market LLC</b>

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), 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), 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 file number to which this form relates: **333-267258**

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

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The description of Class B Common Stock, \$0.0001 par value per share, of Asset Entities Inc. (the "Registrant") to be registered is set forth under the heading "Description of Securities" in the Registrant's Registration Statement on Form S-1 (File No. 333-267258) originally filed with the Securities and Exchange Commission on September 9, 2022, as amended by any pre-effective amendments and post-effective amendments to such Registration Statement and as supplemented by any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which information is incorporated herein by reference.

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

No exhibits are required to be filed as the securities being registered on this form (1) are being registered on an exchange on which no other securities of the Registrant are registered, and (2) are not being registered pursuant to Section 12(g) of the Exchange Act.

---

**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.

**ASSET ENTITIES INC.**

Date: February 2, 2023

By: /s/ Arshia Sarkhani  
Arshia Sarkhani  
Chief Executive Officer and President

---