

Inter-Atlantic Financial, Inc.

Form 8-A12B

October 03, 2007

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As filed with the Securities and Exchange Commission on October 2, 2007.

**U.S. 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  
INTER-ATLANTIC FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

Delaware

20-8237170

(State of incorporation or organization)

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

400 Madison Ave.  
New York, NY

10017

(Address of Principal Executive Offices)

(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), 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.

Securities Act registration statement file number to which this form relates (if applicable):

333-140690

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

Title of Each Class  
To be Registered

Name of Each Exchange on Which  
Each Class is to be Registered

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

American Stock Exchange

Common Stock included in Units, par value \$0.0001 per  
share

American Stock Exchange

American Stock Exchange

Warrants included in Units, exercisable for Common  
Stock at an exercise price of \$4.50

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

N/A

(Title of Class)

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

Item 2. Index to Exhibits.

SIGNATURE

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

The securities to be registered hereby are the units, common stock and warrants of Inter-Atlantic Financial, Inc. (the Company). The description of the units, common stock and warrants appearing under the caption, Description of Securities, in the Prospectus included in Amendment No. 8 to the Company's Registration Statement on Form S-1 (Registration No. 333-140690), filed with the Securities and Exchange Commission on October 1, 2007, as amended from time to time (the Registration Statement) 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. Index to Exhibits.**

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

- \*3.1 Amended and Restated Certificate of Incorporation
  - \*3.2 By-laws
  - \*4.1 Specimen Unit Certificate
  - \*4.2 Specimen Common Stock Certificate
  - \*4.3 Specimen Warrant Certificate
  - \*4.4 Form of Warrant Agreement between American Stock Transfer & Trust Company and the Registrant
  - \*4.5 Form of Unit Purchase Agreement between the Registrant and Morgan Joseph & Co.
- \* Incorporated by reference to the corresponding exhibit of the same number filed with the Registration Statement.
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**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.

**INTER-ATLANTIC FINANCIAL, INC.**

Date: October 2, 2007

By: /s/ Andrew Lerner  
Andrew Lerner  
Chief Executive Officer