
**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**

GAN LIMITED

(Exact name of registrant as specified in its charter)

Bermuda

(State of incorporation or organization)

Not Applicable

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

Axe & Bottle Court, 70 Newcomen Street, London SE1 1YT

(Address, including zip code, of principal executive offices)

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

**Title of each class
to be so registered**

Ordinary shares, par value \$0.01 per share

**Name of each exchange on which
each class is to be registered**

The Nasdaq Capital Market

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: **333- 237372**

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

None.

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

The description of the ordinary shares, par value \$0.01 per share, of GAN Limited, a Bermuda exempted company limited by shares (the “Registrant”), contained in the section entitled “Description of Capital Stock” in the prospectus included in the Registrant’s Registration Statement on Form F-1 (File No. 333-237372), initially filed with the Securities and Exchange Commission on March 25, 2020, as amended from time to time (the “Registration Statement”), is hereby incorporated by reference herein. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that are subsequently filed are hereby also incorporated by reference herein.

Item 2. Exhibits.

Pursuant to 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 Capital Market 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.

Dated: April 27, 2020.

GAN LIMITED

By */s/ Karen Flores*

Karen Flores
Chief Financial Officer
