

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

Gauzy Ltd.

(Exact name of registrant as specified in its charter)

State of Israel

(State or incorporation
of organization)

Not Applicable

(IRS Employer
Identification No.)

14 Hathiya Street

Tel Aviv, Israel

Tel: +972-72-250-0385

(Address of Principal Executive Offices)

6816914

(Zip Code)

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**

Ordinary shares, par value NIS 0.23

The Nasdaq Stock Market LLC

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 file number to which this form relates: **333-278675**.

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.

Gauzy Ltd. (the "Company") hereby incorporates by reference the description of its ordinary shares, par value NIS 0.23 (the "Shares") to be registered hereunder, set forth under the heading "Description of Share Capital" in the Company's Registration Statement on Form F-1 (File No. 333-278675), originally filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act") on April 15, 2024, as subsequently amended (the "Registration Statement"), and any prospectus that constitutes part of the Registration Statement and that is subsequently filed by the Company with the Commission pursuant to Rule 424(b) under the Securities Act, which information shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed because no other securities of the Company 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.

SIGNATURES

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.

Date: June 5, 2024

Gauzy Ltd.

By: /s/ Eyal Peso

Name: Eyal Peso

Title: Chief Executive Officer