

Seritage Growth Properties  
Form 8-A12B  
December 14, 2017

**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**

**SERITAGE GROWTH PROPERTIES**  
**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction of incorporation or**  
**organization)**

**38-3976287**  
**(I.R.S. Employer Identification No.)**

**489 Fifth Avenue, 18<sup>th</sup> Floor**

**New York, New York**

**10017**

(Address of principal executive offices)

(Zip Code)

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

**Title of each class**

**Name of each exchange on which**

**to be so registered**

**each class is to be registered**

**7.00% Series A Cumulative Redeemable Preferred**

**New York Stock Exchange**

**Shares of Beneficial Interest, par value \$0.01 per share**

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:**

**333-221934**

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

**None.**

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

A description of the 7.00% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest, par value \$0.01 per share, of Seritage Growth Properties (the Registrant) to be registered hereunder is contained in the section entitled "Description of Series A Preferred Shares" in the Registrant's prospectus supplement, dated December 7, 2017, as filed with the U.S. Securities and Exchange Commission on December 8, 2017 pursuant to Rule 424(b)(5) of the Securities Act of 1933, as amended, and in the section entitled "Description of Shares of Beneficial Interest" in the accompanying prospectus, which descriptions are incorporated herein by reference.

**Item 2. Exhibits.**

**Exhibit  
No.**

**Description**

- |     |  |
|-----|--|
| 3.1 | Articles of Amendment and Restatement (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on July 10, 2015).                                |
| 3.2 | Articles Supplementary Establishing and Fixing the Rights and Preferences of 7.00% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest, par value \$0.01 per share. |
| 3.3 | Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on July 10, 2015).  |
| 4.1 | Form of specimen certificate evidencing the 7.00% Series A Cumulative Redeemable Preferred Shares of Beneficial Interest, par value \$0.01 per share.                                  |

**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.

Date: December 14, 2017

**SERITAGE GROWTH PROPERTIES**

By: /s/ Benjamin Schall

Name: Benjamin Schall

Title: President and Chief Executive Officer