

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 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

TRIO MERGER CORP.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State of Incorporation or Organization)

**777 Third Avenue, 37th Floor
New York, New York**

(Address of Principal Executive Offices)

27-4867100

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

10017

(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), please 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), please check the following box.

Securities Act registration statement file number to which this form relates:

333-172836

(If applicable)

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

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

Units

Common Stock, \$0.0001 par value

Warrants

(Title of Class)

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

The securities to be registered hereby are the units, common stock and warrants of Trio Merger Corp. (the "Company"). The description of the units, common stock and warrants contained under the heading "Description of Securities" in the registration statement initially filed with the Securities and Exchange Commission on March 14, 2011, as amended from time to time (File No. 333-172836) (the "Registration Statement") to which this Form 8-A relates is incorporated herein by reference. 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. Index to Exhibits.

- *3.1 Certificate of Incorporation
- *3.2 Amended and Restated Certificate of Incorporation
- *3.3 Bylaws
- *4.1 Specimen Unit Certificate
- *4.2 Specimen Common Stock Certificate
- *4.3 Specimen Warrant Certificate
- *4.4 Form of Warrant Agreement between Continental Stock Transfer and Trust Company and the Registrant
- *4.5 Form of Unit Purchase Option to be issued to EarlyBirdCapital, Inc.

* Incorporated by reference to the corresponding exhibit of the same number filed with the Company's Registration Statement on Form S-1, as amended, which was initially filed with the Securities and Exchange Commission on March 14, 2011.

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.

TRIO MERGER CORP.

Date: April 27, 2011

By: /s/ Eric S. Rosenfeld
Eric S. Rosenfeld
Chief Executive Officer
