

Walker & Dunlop, Inc.
Form 8-A12B
December 09, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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**

Walker & Dunlop, Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State of incorporation or organization)

80-0629925
(I.R.S. Employer Identification No.)

7501 Wisconsin Avenue

Suite 1200

Bethesda, MD
(Address of principal executive offices)

20814
(Zip Code)

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

**Title of each class
to be so registered
Common Stock, \$0.01 par value per share**

**Name of each exchange on which
each class is to be registered
New York Stock Exchange, Inc.**

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. x

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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: **333-168535**

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 common stock, par value \$0.01 per share (the "Common Stock"), of Walker & Dunlop, Inc. (the "Registrant"), included under the heading "Description of Capital Stock" in the prospectus forming part of the Registrant's Registration Statement on Form S-1 (File No. 333-168535), initially filed with the Securities and Exchange Commission (the "Commission") on August 4, 2010, as amended (the "Registration Statement"), is incorporated herein by reference. The prospectus to be filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Registration Statement, shall be deemed to be incorporated herein by reference. In addition, information relating to the Registrant's Common Stock under the heading "Certain Provisions of Maryland Law and Our Charter and Bylaws" in the Registration Statement shall be deemed incorporated herein by reference.

Item 2. Exhibits.

Not applicable.

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: December 9, 2010

WALKER & DUNLOP, INC.

By: /s/ WILLIAM M. WALKER
William M. Walker
Chairman, President and Chief Executive Officer