

CAPELLA EDUCATION CO

Form 8-A12B

November 08, 2006

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**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  
Capella Education Company  
(Exact name of registrant as specified in its charter)**

**Minnesota**

**41-1717955**

(State of incorporation or organization)

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

**225 South 6<sup>th</sup> Street, 9<sup>th</sup> Floor, Minneapolis, MN**

**55402**

(Address of principal executive offices)

(Zip Code)

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

Title of each class  
to be so registered

Names of each exchange on which  
each class is to be registered

**Common Stock, \$0.01 par value per share**

**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), 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), check the following box.

Securities Act registration statement file number to which this form relates: **333-124119**

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

**None**

(Title of class)

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

Item 2. Exhibits

SIGNATURE

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

A description of the Common Stock to be registered hereunder is contained in the section entitled "Description of Capital Stock" in the Prospectus included in the Registrant's Form S-1 Registration Statement, No. 333-124119, as amended from time to time (the "S-1 Registration Statement"), initially filed with the Securities and Exchange Commission (the "Commission") on April 18, 2005 and is incorporated herein by reference.

**Item 2. Exhibits.**

Under 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 Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

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**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.

Capella Education Company

Date: November 7, 2006

By: /s/ Gregory W. Thom  
Gregory W. Thom  
*Vice President,  
General Counsel and Secretary*