

MID PENN BANCORP INC  
Form 8-A12B/A  
October 20, 2008

**Form 8-A/A**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Mid Penn Bancorp, Inc.**

[Exact name of registrant as specified in its charter]

**Pennsylvania**  
(State of incorporation)

**25-1666413**  
(I.R.S. Employer

organization)

Identification No.)

**349 Union Street, Millersburg, Pennsylvania**  
(Address of principal executive offices)

**17061**  
(Zip Code)

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

**Common Stock, \$1 par value**  
Title of each class

**The NASDAQ Stock Market LLC**  
Name of each exchange on which

to be so registered

each class is to be registered

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.

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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: N/A

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

None

(Title of class)

Not Applicable

(Title of class)

**Explanatory Note**

This amendment to Registration Statement on Form 8-A is being filed by Mid Penn Bancorp, Inc., (the Company ) in connection with the listing of the Company s common stock, par value \$1 per share ( Common Stock ) on The NASDAQ Stock Market LLC on or about October 21, 2008, and the Company s related voluntary withdrawal of the listing of the Common Stock from the American Stock Exchange.

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Sequentially Numbered Pages

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

A description of the Company's Common Stock, as required by Item 202 of Regulation S-K, is incorporated herein by reference to the section entitled "Description of Bancorp Common Stock" in the Company's Form S-4/A (Registration File No. 333-51485), filed with the Securities Exchange Commission on May 7, 1998, and any amendments thereto.

**Item 2. Exhibits.**

In accordance with the Instructions as to Exhibits section of Form 8-A, no exhibits are required to be filed herewith because no other securities of the Company are registered on The NASDAQ Stock Market LLC nor are any of the securities registered hereby to be registered pursuant to Section 12 (g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**MID PENN BANCORP, INC.**

(Registrant)

Dated: October 20, 2008

By

/s/ ALAN W. DAKEY  
Alan W. Dakey  
President and Chief

**Executive Officer**