
**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 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934

OSPREY TECHNOLOGY ACQUISITION CORP.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation or Organization)

83-1833760
(I.R.S. Employer Identification No.)

1845 Walnut Street, 10th Floor
Philadelphia, PA
(Address of Principal Executive Offices)

19103
(Zip Code)

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

**Units, each consisting of one share of Class A
Common Stock and one-half of one redeemable Warrant**

New York Stock Exchange

Class A Common Stock, par value \$0.0001 per share

New York Stock Exchange

**Redeemable Warrants, each whole Warrant exercisable for one
share of Class A Common Stock**

New York Stock Exchange

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: 333-234180 (if applicable)

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

None
(Title of Class)

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

The securities to be registered hereby are units, Class A common stock, par value \$0.0001 per share and redeemable warrants to purchase shares of Class A common stock of Osprey Technology Acquisition Corp. (the "Registrant"). The description of the units, Class A common stock and warrants set forth under the heading "Description of Securities" in the Registrant's prospectus forming part of its Registration Statement on Form S-1 (File No. 333-234180), originally filed with the Securities and Exchange Commission on October 11, 2019, as thereafter amended and supplemented from time to time (the "Registration Statement"), to which this Form 8-A relates, is incorporated by reference herein. 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. Exhibits.

Pursuant to 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 New York Stock Exchange and the securities registered hereby are not being 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, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

OSPREY TECHNOLOGY ACQUISITION CORP.

Date: October 29, 2019

By: /s/ Jeffrey F. Brotman
Jeffrey F. Brotman
Chief Financial Officer, Chief Legal Officer and Secretary