
**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

GENERATION INCOME PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State of Incorporation
or Organization)

47-4427295
(I.R.S. Employer
Identification No.)

401 East Jackson Street, Suite 3300
Tampa, FL
(Address of Principal Executive Offices)

33602
(Zip Code)

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
Units, with each Unit consisting of one share of Common Stock and one Warrant	The Nasdaq Stock Market LLC
Shares of Common Stock, par value \$0.01 per share	The Nasdaq Stock Market LLC
Warrants to purchase Common Stock	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.

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 333-235707

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

None

(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The securities to be registered hereby are the units, common stock, par value \$0.01 per share, and warrants to purchase common stock of Generation Income Properties, Inc., a Maryland corporation (the "**Registrant**"). The description of the units, common stock and warrants set forth under the heading "Description of Securities" in the Registrant's prospectus forming a part of its Registration Statement on Form S-11 initially filed by the Registrant with the Securities and Exchange Commission on December 26, 2019 (Registration No. 333-235707), as amended 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 is subsequently filed is hereby also incorporated by reference herein.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits for 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 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.

Generation Income Properties, Inc.

By: /s/ David Sobelman
Name: David Sobelman
Title: President and Chief Executive Officer

Date: August 30, 2021