
**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**

The Habit Restaurants, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

36-4791171
(I.R.S. Employer Identification No.)

17320 Red Hill Avenue
Suite 140
Irvine, CA
(Address of principal executive offices)

92614
(Zip Code)

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

<u>Title of each class to be so registered</u>	<u>Name of each exchange on which each class is to be registered</u>
Class A 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 (if applicable):
333-199394

Securities to be registered pursuant to Section 12(g) of the Act:
None

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

The Habit Restaurants, Inc. (the "Registrant") hereby incorporates by reference the description of its Class A Common Stock, \$0.01 par value per share (the "Common Stock"), to be registered hereunder, contained under the heading "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-199394), as originally filed with the Securities and Exchange Commission (the "Commission") on October 16, 2014, as amended (the "Registration Statement"), and in the prospectus included in the Registration Statement to be filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus shall be deemed to be incorporated herein by reference.

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 Company 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.

Dated: November 17, 2014

The Habit Restaurants, Inc.

By: /s/ Russell Bendel

Name: Russ Bendel

Title: Chief Executive Officer