

MCF CORP
Form 8-A12B
September 14, 2005

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

MCF CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation
or Organization)

600 California St., 9th Floor
San Francisco, CA
(Address of Principal Executive Offices)

87-398535
(I.R.S. Employer
Identification No.)

94108
(Zip Code)

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

**Title of each class
to be so registered**

Common Stock, \$.0001 par value

**Name of each exchange on which
each class is to be registered**

Pacific 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), 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: None

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

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the common stock, filed with the Form 8-A/A dated July 7, 2000, is incorporated herein by reference.

ITEM 2. EXHIBITS.

1. Certificate of Incorporation, as amended, of MCF Corporation.
2. Amended and Restated Bylaws of MCF Corporation.

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, thereunto duly authorized.

Dated: September 14, 2005

MCF CORPORATION

By /s/ Christopher Aguilar
 Christopher Aguilar
 General Counsel