

Cara Therapeutics, Inc.
Form 8-A12B
January 27, 2014

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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

Cara Therapeutics, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of Incorporation or Organization)

75-3175693
(I.R.S. Employer Identification No.)

1 Parrott Drive

Shelton, Connecticut
(Address of principal executive offices)

06484
(Zip code)

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

| Title of each class to be so registered | Name of exchange on which each class is to be registered |
|--|---|
| Common Stock, \$0.001 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), please 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.

Securities Act registration statement number to which the form relates:

333-192230

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

None

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

Cara Therapeutics, Inc. (the **Registrant**) hereby incorporates by reference the description of its common stock, par value \$0.001 per share, to be registered hereunder contained under the heading "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-192230), as originally filed with the Securities and Exchange Commission (the **Commission**) on November 8, 2013, as subsequently amended (the **Registration Statement**), and in any form of 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, which description included in such prospectus shall be deemed to be 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 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.

2.

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.

Cara Therapeutics, Inc.

Date: January 27, 2014

By: /s/ Derek Chalmers

Name: Derek Chalmers

Title: Chief Executive Officer

3.