
**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**

Evernorth Holdings Inc.
(Exact Name of Registrant as Specified in Its Charter)

Nevada
(Jurisdiction of Incorporation or Organization)

39-4156999
(I.R.S. Employer Identification No.)

600 Battery St.
San Francisco, California 94111
(Address of Principal Executive Offices, including Zip Code)

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

<u>Title of Each Class to be so Registered</u>
Class A Common Stock, par value \$0.001 per share Warrants, each exercisable for one share of Class A Common Stock at an exercise price of \$11.50 per share

<u>Name of Each Exchange on Which Each Class is to be Registered</u>
The Nasdaq Stock Market LLC 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) or (e), 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) or (e), please 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:
333-294417

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

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

The securities to be registered hereby are the shares of Class A Common Stock, par value \$0.001 per share (the “Class A Common Stock”), of Evernorth Holdings Inc. (the “Company”), and the warrants of the Company, each entitling the holder thereof to purchase one share of Class A Common Stock at an exercise price of \$11.50 per share (the “Warrants”).

The description of the Class A Common Stock and Warrants contained in the section entitled “*Description of Pubco Securities*” and of the rights of holders of Class A Common Stock contained in the section entitled “*Comparison of Shareholders’ Rights*” in the proxy statement/prospectus included in the Company’s Registration Statement on Form S-4 (File No. 333-294417), as amended from time to time (the “Registration Statement”), to which this Form 8-A relates, is incorporated herein by reference. Any form of prospectus or prospectus supplement to the Registration Statement that includes such descriptions and that is subsequently filed is 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 herewith or incorporated by reference, 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.

Evernorth Holdings Inc.

By: /s/ Asheesh Birla

Asheesh Birla
Chief Executive Officer

Dated: October 9, 2026