

---

**U.S. 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

---

**RHAPSODY ACQUISITION CORP.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State of Incorporation or Organization)

**20-4743916**

(I.R.S. Employer Identification No.)

**10 East 53<sup>rd</sup> Street, 35<sup>th</sup> Floor  
New York, New York**

(Address of Principal Executive Offices)

**10022**

(Zip Code)

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), please check the following box.

Securities Act registration statement file number to which this form relates:

**333-134694**

(If applicable)

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**

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

**Units**

(Title of Class)

**Common Stock, \$0.001 par value**

(Title of Class)

**Common Stock Purchase Warrants**

(Title of Class)

---

---

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

The information required by this item is contained under the heading "Description of Securities" in the registration statement to which this Form 8-A relates (File No. 333-134694). This information is incorporated herein by reference.

**Item 2. Index to Exhibits.**

- \*3.1 Amended and Restated Certificate of Incorporation
- \*3.2 By-Laws
- \*4.1 Specimen Unit Certificate
- \*4.2 Specimen Common Stock Certificate
- \*4.3 Specimen Warrant Certificate
- \*4.4 Form of Unit Purchase Option to be granted to Representative
- \*4.5 Form of Warrant Agreement between Continental Stock Transfer and Trust Company and the Registrant

\* Incorporated by reference from the Company's Registration Statement on Form S-1, as amended, which was initially filed with the Securities and Exchange Commission on June 2, 2006.

---

**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.

Date: August 28, 2006

**RHAPSODY ACQUISITION CORP.**

By: /s/ Eric S. Rosenfeld  
Eric S. Rosenfeld  
Chief Executive Officer