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TREMISIS ENERGY ACQUISITION CORP  
Form 8-A12G  
April 13, 2004

As filed with the Securities and Exchange Commission on April 13, 2004.

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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

TREMISIS ENERGY ACQUISITION CORPORATION

-----  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

20-0700684

-----  
(State of Incorporation or Organization)

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

1775 BROADWAY, SUITE 604  
NEW YORK, NEW YORK

10019

-----  
(Address of Principal Executive Offices)

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(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.(c), please check the following box.

Securities Act registration statement file number to which this form relates: 333-113583

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(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

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

UNITS

-----  
(Title of Class)

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COMMON STOCK, \$.0001 PAR VALUE

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(Title of Class)

COMMON STOCK PURCHASE WARRANTS

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(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. 333-113583). 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 March 12, 2004.

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

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signed on its behalf by the undersigned, thereto duly authorized.

TREMISIS ENERGY  
ACQUISITION CORPORATION

Date: April 13, 2004

By: /s/ Lawrence S. Coben  
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Lawrence S. Coben  
Chairman