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**U.S. SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A**

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**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

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**Fifth Wall Acquisition Corp. III**  
(Exact Name of Registrant as Specified in Its Charter)

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**Cayman Islands**  
(State of Incorporation or Organization)

**98-1583957**  
(I.R.S. Employer Identification No.)

**6060 Center Drive**  
**10th Floor**  
**Los Angeles, California**  
(Address of Principal Executive Offices)

**90045**  
(Zip Code)

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

<b>Title of Each Class to be Registered</b>	<b>Name of Each Exchange on Which Each Class is to be Registered</b>
<b>Class A ordinary shares, par value \$0.0001</b>	<b>The Nasdaq Stock Market LLC</b>

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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), 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), 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- 255292 (if applicable)**

**Securities to be registered pursuant to Section 12(g) of the Act:**  
**N/A**

**(Title of Class)**

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

The securities to be registered hereby are the Class A ordinary shares, par value \$0.0001 (the "Class A Ordinary Shares"), of Fifth Wall Acquisition Corp. III (the "Company"). The description of the Class A Ordinary Shares is contained in the section entitled "Description of Securities" in the prospectus included in the Company's Registration Statement on Form S-1 (File No. 333-255292), originally filed with the Securities and Exchange Commission on April 16, 2021, 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 description and that is subsequently filed is also incorporated by reference herein.

**Item 2. Exhibits.**

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Company 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.

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**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.

Very truly yours,

**FIFTH WALL ACQUISITION CORP. III**

By: /s/ Brendan Wallace  
Brendan Wallace  
Chief Executive Officer

Dated: May 14, 2021

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