
**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

Mobile Infrastructure Corporation

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation or organization)

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

**30 W. 4th Street,
Cincinnati, Ohio**
(Address of principal executive offices)

45202
(Zip Code)

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

Title of each class
to be so registered
Common Stock, \$0.0001 par value per share

Name of each exchange on which
each class is to be registered
NYSE American 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:
333-269231 (If applicable)

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

Explanatory Note

This Registration Statement on Form 8-A is being filed by Mobile Infrastructure Corporation (the “Registrant”), formerly known as Fifth Wall Acquisition Corp. III, with the Securities and Exchange Commission in connection with the transfer of the listing of the Registrant’s common stock, par value \$0.0001 per share (the “Common Stock”), from The Nasdaq Stock Market LLC to the NYSE American LLC. The transfer of the listing is scheduled to occur at the opening of trading on August 28, 2023.

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

The securities to be registered hereby are shares of Common Stock.

The description of the Common Stock contained in the section entitled “Description of New MIC’s Securities” in the joint proxy statement/prospectus included in the Registrant’s Registration Statement on Form S-4 (File No. 333-269231), as amended, to which this Form 8-A relates, is incorporated herein by reference.

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 NYSE American and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

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.

Dated: August 25, 2023

MOBILE INFRASTRUCTURE CORPORATION

By: /s/ Stephanie L. Hogue
Name: Stephanie L. Hogue
Title: Chief Financial Officer, President, Treasurer and
Corporate Secretary